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ABSTRACT

The governing structure of Harvard University is reviewed, and the findings include the following: (1) Harvard's present administrative and governance structure utilize corporate techniques of management that allow the president to diffuse administrative tasks without diffusing power--the difficulty of locating responsibility in the decentralized administration limits the degree to which any administrator is held accountable for his or her actions; (2) Harvard's governing body, the Harvard Corporation, is made up of white male professionals and businessmen and operates in secret; (3) a university's need for openness and a free flow of communication supports the need for the administration and the corporation to operate less secretly and incorporate students into the decision-making process; (4) the current approach of the administration and corporation send a number of negative messages to students about the administration of power; and (5) the Undergraduate Council provides students with a means of fighting for a greater role in university governance. Eighteen recommendations for changes in Harvard's governing system are proposed, involving more openness on the part of the corporation and increased student involvement in governance. Appendices include a description of university governance, edited by university officials; short profiles of members of the Harvard Corporation; the author's correspondence with the Harvard Corporation; an interview with the university treasurer and the vice president for government, community, and public affairs; and a list of the universities and colleges surveyed concerning their governing structure. (KM)

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ED316173

THE HIDDEN RULE

A CRITICAL DISCUSSION OF HARVARD UNIVERSITY'S GOVERNING STRUCTURE

ISSUED BY HARVARD WATCH

DECEMBER 7, 1987

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Harvard Watch is a project that critically examines Harvard University.

It is run under the auspices of Ralph Nader.

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Summary of the Report

1. Upon taking the reins of Harvard University in 1971, President Derek Bok inherited a governing structure that was antiquated and unable to cope with the requirements of a modern university. By the late 1960s, Harvard's administration was in crisis, beleagured by student protests and unable to properly oversee the expansive and expanding University.

2. Harvard's present administrative and governance structure is the creation of Derek Bok. Bok has instituted a corporate-style administrative structure, adding vice presidents and adopting corporate techniques of management which allow him to diffuse administrative tasks without diffusing power. To accompany the historic decentralization of the University's various faculties, Bok has decentralized the administration. The difficulty of locating responsibility in the decentralized administration limits the degree to which any administrator is held accountable for his or her actions. The corporate-style administrative structure insulates Bok from direct criticism; and the introduction of a new layer of bureaucracy accentuates the hierarchy of the administration, further removing the President from students and other constituents.

3. The important governing body at Harvard is the President and Fellows of Harvard College (commonly known as the Harvard Corporation), which formally owns all of Harvard and has final say over every decision in the University. Though the Corporation delegates portions of its authority, it maintains immense power, charting the course of Harvard's future. Despite the significant implications of the Corporation's activity for the broad University community, the operations of the Corporation are cloaked in secrecy.

4. The Corporation is made up of white male professionals and businessmen who have corporate orientations. Despite President Bok's protest that "the idea that you can't expect a group of white males to make anything but white male decisions is a piece of political oversimplification which has really gone pretty far," the Corporation's homogeneity has a real effect on decision-making at Harvard. Almost every one of the Corporation's functions -- engaging in long-range planning, establishing University investment policy, choosing receipients of honorary degrees, and regulating Harvard's external relations -- is affected by the body's composition.

5. Contrary to top officials' assertions, there are compelling reasons why the University administration and the Corporation should open themselves up, by operating less secretly and incorporating students into the decision-making process at Harvard. In a university community, a great value is attached to the notion of openness. In theory, the free flow of information, operating as the currency of the unrestricted marketplace of ideas, is supposed to lead scholars closer to the truth. When the administration operates according to a different model, it calls into question the University's commitment to the free exchange of ideas.

6. As Derek Bok has noted, how universities behave affects what students learn. The administration and Corporation teach students that those in power should limit the degree to which they are held accountable to other parties by using a variety of tools: the accentuation of hierarchy; concentrated power; the use of anonymity by those with power; and secrecy in the administration of power. Students are taught that those without power should trust elites (usually white males) to make decisions

for them, and to be passive, compliant, and accepting.

7. Governance in the Faculty of Arts and Science (FAS) suffers from many of the same problems that plague University-wide governance: secrecy and exclusion of students from decisions that affect them. Ex-Dean Rosovsky's refusal to allow students a meaningful role in devising the Core Curriculum provides the most clear example of student disenfranchisement. Nevertheless, from an undergraduate perspective, student-faculty committees and the Undergraduate Council (the undergraduate student government) allow for minimal participation in the workings of the FAS.

8. The Undergraduate Council (UC) provides students with an institutionalized beachhead from which they can fight for a greater role in University governance. The UC has failed to realize its potential due to two intertwined factors: its confusing procedures and its unwillingness to challenge the administration and faculty.

9. Other universities have significantly more open governing structures than Harvard. State universities make use of a variety of techniques -- most of which are applicable to Harvard -- which offer more space for student participation in decision-making. Cornell University stands out as an Ivy League school with a governance structure which is markedly different than Harvard's. It places significant responsibility in students' hands, and allows students a meaningful role in decision-making.

10. Eighteen recommendations for changes in Harvard's governing system are proposed. These suggestions include: the Corporation should publish detailed edited minutes of its meetings; the Corporation should institute a quota system,

mandating one woman and one minority member; students should participate in the selection of honorary degree recipients; students should serve on certain committees of the Board of Overseers; top administrators should annually prepare a position paper on the State of the Students; student governments should be given access to any information they request from the administration; the Undergraduate Council should establish a community affairs liaison and a Minority Affairs Committee.

11. While Bok contends that students interested in influencing University policy should engage in research and discussion, students' carefully constructed arguments are consistently ignored by Harvard's top decision-makers. If students desire to influence policy, they must engage in "pressure tactics." Ultimately, the democratization of Harvard's governance structure will require students to pursue power and to compel the University's rulers to adopt a new attitude, one that replaces their smug accord with the status quo with a creative willingness to experiment, to learn, and to grow in vision and vitality.

I A CRITIQUE OF HARVARD'S GOVERNING STRUCTURE

In *Beyond the Ivory Tower*, Harvard University President Derek Bok wrote that "If we would teach our students to care about important social problems and think about them rigorously, then clearly our institutions of learning must set a high example in the conduct of their own affairs."[1] Bok expressed an important truth about how students learn in college: that they are taught not only by teachers in the classroom, but by their college or university's example as well.

In a society that considers itself a vibrant democracy, Harvard University offers some poor lessons for its students. It teaches them that rulers should make decisions unilaterally, with neither a process for nor an actual consultation with those who are most affected by the decisions; value secrecy over openness; concentrate power, rather than diffuse it; and seek anonymity instead of accountability. Those who are ruled, Harvard teaches, should be trusting, compliant, and accepting.

A. University-Wide Decision-Making Structure

University Administration Under Derek Bok

Upon taking the reins of Harvard in 1971, Bok inherited a governing structure that was antiquated and unable to cope with the requirements of a modern university. By the late 1960's Harvard's administration was in crisis, beleagured by student protests and unable to properly oversee the expansive and expanding University. At the end of the term of Bok's predecessor, Nathan Pusey, the University formed a committee to evaluate Harvard's governance structure. The

committee concluded that "Because of the rapid growth of the University and the increasing importance of relations with the outside world, the historic decentralization of Harvard has to be accompanied by a strengthening of the President's Office."[2] Responding to the inadequacy of Pusey's administrative model and following the advice of the University Committee on Governance, "Bok decentralized Harvard's administrative apparatus in a move he now describes as 'a total overhaul.'"[3]

Harvard's present administrative and governance structure is therefore the creation of Derek Bok. Bok's system exhibits the seeming paradox implied in the two quotations above. On the one hand, the University Committee on Governance recommended a "*strengthening* of the President's Office" to *accompany* Harvard's "historic decentralization." On the other hand, Bok's response to this suggestion, "a total overhaul," was to further decentralize. The paradox is ephemeral, however, and as we will see, disappears on closer examination. In fact, the rhetoric of "decentralization" and "pluralism," even where accurate in a descriptive sense, is used by Harvard's rulers to obscure the reality of the essentially absolute power they wield.

During Pusey's reign, the central administration consisted of the President and one vice president. When Bok took over, he instituted a corporate-style administrative structure, adding vice presidents and adopting corporate techniques of management. Bok's top aide, Daniel Steiner, has described this process as the means by which "Bok rationalized the administration. He moved us to a larger more sophisticated central administration, one that's staffed to deal with any problem."[4] Another, less enthusiastic official called the process the

"corporatization" of Harvard, and said the "University has...become increasingly bureaucratized, routinized, and inflexible."[5]

The prime characteristic of this "rationalization" has been the addition of four new vice-presidents to the central administration. Each vice-president oversees a different segment of Harvard's operations, and each has a relatively large degree of independence to perform their job as they see fit. "I do try to keep informed about what they're doing, and I do make sure that I am informed when significant decisions are being made or when important things happen affecting their operation, but my day-to-day involvement now that they are well-established has diminished to a significant extent."[6] But while each vice-president and his or her staff function fairly autonomously, they do so within policy guidelines that have been established by Bok and Steiner. While Bok has diffused administrative tasks, he has not diffused the power to set policy. In fact, the decentralization of the administration has allowed for a concentration of decision-making power. As Steiner has stated, "'All of us report to him and are sensitive to what his views are. No major decision is made without reporting to him.' The central administration...'just gives Derek a lot more heads and hands and feet to get the job done.'"[7]

Nevertheless, Harvard is a large enough institution that one person cannot establish policy for all of it. This is particularly the case for someone whose expertise lies in academic matters, rather than in administration.[8] In *Higher Learning* Bok argues that "Perhaps the best approach [to grappling with this problem]...[is] to preserve a unitary presidency held by someone with a strong academic backround while delegating more authority over management to a

treasurer or executive vice president with truly impressive administrative experience."[9] Accepting his own advice, Bok does not monopolize institutional power at Harvard; he shares it with his top aide, Steiner. But this sharing of authority only increases the size of the decision-making clique to two; it does not create multiple centers of power at the University. Indeed, as noted above,to claim that Bok's decentralized administration diffuses power at the University and promotes a pluralistic situation is not wrong simply as a matter of degree, but also of substance. The decentralized administration actually promotes the concentration of power by filtering out minor issues and allowing Bok to focus solely on more significant matters.

The decentralized administration also limits the degree to which any individual, and particularly the president, is held accountable for his or her actions. As the *Harvard Crimson* has noted, it is almost impossible to locate responsibility in the administration: "the decentralized administration also brings with it the conundrum of not being sure which administrator to criticize for any disagreeable decision."[10] The most prominent and important example of this lack of accountability relates to the Medical Area Total Energy Plant (MATEP) project. MATEP was designed to provide cheap energy and heat to the institutions in the medical area, and was originally projected to cost $50 million. It turned into a $300 (plus) million dollar boondoggle for which no administrator has ever accepted responsibility. Bok's accountability is particularly limited, as the corporate-style administrative structure protects him and insulates him from direct criticism. The introduction of multiple vice-presidents, a new layer of bureaucracy, accentuates the hierarchy in the administration, further removing the president from students and other

constituents.

In an organizational system in which students have no formal role, how are they ideally supposed to affect the policies of the University of which they are largest sector? Bok has stated "Pressure tactics have high limitations because the administrators have a strong feeling not to back down and look weak." Nor does student participation on administrative committees result in "significant changes:" "The students on the committees are not necessarily representative of a diversified student body...student representation is overrated as a practical means for change." Student role in promoting change, Bok argues, should be through research and discussion.[11]*

Bok is much less supportive of research and discussion in reality than he is in theory, however. Probably the most important report issued by students during Bok's tenure, the Southern Africa Solidarity Committee's report on the Harvard plan to send student interns to South Africa, was met by denials and "no comments." In fact, the University responded to the substance of the report -- by cancelling the internship program -- only after pressure from the faculty and important Black South Africans, such as Archbishop Desmond Tutu and Reverend

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*It is worth thinking through Bok's comment that students on committees cannot be representative of a diversified student body. If this is true, it would be seem likely to be true for faculty as well. In this case, Bok, who makes great use of committees as a means to calm tensions and develop consensus, has chosen a poor method. He should instead make use of representative bodies, such as the Undergraduate Council, graduate school student councils, the various faculty senates, and worker's designated representatives. This idea would be anathema to Bok, however, not because it is unworkable (after all, the University could follow the lead of most other similar schools and create a unitary university senate), but because it would be truly representative. As long as Bok makes use of ad hoc committees to resolve policy questions, it is ridiculous to tell students they shouldn't aspire to representation on what constitutes an important factor in Harvard's decision-making process.

Allen Boesak.*

Even more importantly, Bok has refused to institutionalize a method for promoting dialogue with students; he stated this unwillingness when he refused to issue an annual position paper on the "State of the Students" and to attend a forum with undergraduates to discuss their concerns in a formal fashion.[12]

Students, then, are shut out of the administrative structure at Harvard. They have no role in decision-making; nor are there any channels by which students can communicate with administrators. The University's top official is insulated from them and the administrative apparatus is so lacking in accountability that students do not even know whom to complain to.

University Governance

Formal decision-making power at Harvard is vested in two boards, the President and Fellows of Harvard College (commonly known as the Harvard Corporation) and the Board of Overseers. The Board's paper power is greater than its actual power, and it exerts its greatest influence on the University through its rights to visitation and to counsel the Corporation.[13] Its role in actually governing Harvard is quite limited, and is therefore mostly of peripheral interest to this discussion.**

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*Similarly, top University officials were reluctant to the meet with the author of this Harvard Watch report to discuss the University's governing structure. After extensive correspondence with the members of the Corporation, Roderick MacDougall agreed to be interviewed; the other members, including Derek Bok, declined (see appendices 3 and 4).

**One function of the Overseers which is relevant to our discussion is its role in legitimizing the Corporation. According to the Gilbert Committee (a committee of the Board of Overseers set up to evaluate Harvard's governing structure): "Paradoxically, the Corporation probably could not exist without the Overseers. The extensive power wielded by the Corporation is essential to its effectiveness. Yet the closeness and privacy of the Corporation virtually requires the existence of a senior body which is selected in a more representative way and which more nearly reflects the public nature of the University's charter."[14] That is, because one governing body -- the token Overseers -- is

The important governing body at Harvard is the Corporation, which formally owns all of Harvard and has final say over every decision in the University. It delegates most of that decision-making power, however, to the various faculties and to the administration. Particularly under Bok, the Corporation has removed itself from day-to-day affairs and focused more on the University's future. Andrew Heiskell, a Corporation member, says "We used to be involved in problems of two days ago or two weeks ago. Now we're trying to develop more of a rolling view of the future of the University."[15]

There are seven members of the Corporation: the University's president; the treasurer; and five fellows. The Corporation is self- perpetuating, a term also applicable to other great institutions, such as the Kremlin and the College of Cardinals. Though the Board of Overseers is required to approve new members, the Corporation is the only body that has any meaningful influence in the selection process.

The operations of the Corporation are cloaked in secrecy. Their meetings are private, and minutes are not disclosed nor detailed ones even taken.[16] Exactly what the Corporation does is only hinted at in a variety of materials. Ironically, this pervasive secrecy was highlighted when a member of the Corporation, Professor Henry Rosovsky, gave an extremely rare interview on the role of the Corporation to Harvard's in-house paper, the *Gazette*. The interview, which the *Gazette* reported was part of recent effort of the Corporation "to try to make its role in the governance

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relatively diverse, the fact that the other -- the powerful Corporation -- is secretive and homogenous is less politically noteworthy or offensive.

of Harvard better understood,"[17] was a response to student activism in the 1986-1987 school year. Nevertheless, the superficial interview was published when most students had gone home for the summer.

Indeed, the Corporation members bask in secrecy and their anonymity. One member described the Corporation as a "marvel -- it's so anonymous -- the only voice is that of the president."[18] It is, however, possible to discover some information about the Corporation members from publicly available documents.* The Corporation is made up of entirely of white males, as it has been for 337 years; the Corporation has never had a woman or minority member. The members have significant corporate ties, and collectively serve on the boards of over two dozen corporations. (Short profiles of the Corporation members appear in Appendix 2).

If the Corporation is so undeniably an extraordinarily secretive organization made up of rich, white males, how do the members justify the current arrangement? The Corporation advances three responses to these critiques. First, privacy is needed for candor in the discussions. According to Rosovsky,

> When various organizations meet, people don't expect their agendas to be published in the newspaper. The Corporation is not a public body. If its meetings were open, I think the whole character of the discussion, the efficiency, the candor, would be lost...Not everything in a university or *any* organization, for that matter, can be publicly debated.[19]

Second, top officials claim that the Corporation's secrecy and the fact that its membership is homogenous is insignificant; though the "Corporation is a central part of

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*Until requested to do so by the author of this report, neither the Corporation's headquarters nor the Harvard News Office would provide any biographical information about the Corporation members. The newly instituted policy allows concerned individuals to learn a little more about the members than was previously possible.

the pluralistic process by which the University is governed...[,] other groups and individuals holding positions of responsibility throughout the University are also part of that process."[20] That is, the Corporation may be homogenous and secretive, but it is balanced by other parts of the University which are diverse and which have open debate. Third, according to Bok, "The idea that you can't expect a group of white males to make anything but white male decisions is a piece of political oversimplification which has really gone pretty far."[21]

To properly evaluate these arguments, we need to first recall what the actual nature of the Corporation is. The Corporation's official powers with respect to the University are unlimited. It owns all of Harvard, and has final say in every decision at the University. In practice, the Corporation delegates portions of its authority. It retains, however, the authority to engage in long-range planning; establish University investment policy; review budgets; choose recipients of honorary degrees; and regulate Harvard's external relations, including policy governing agreements with industry; above all, it retains the power to prevent any change in governance structure.

Beginning with a realistic understanding of what the Corporation does, we can evaluate the validity of the arguments the Corporation puts forth to defend its secrecy and homogeneity. First, even most critics of the Corporation would concede some topics discussed by the Corportation should be handled privately. But this does not mean that the Corporation must cultivate anonymity; that it must not release edited minutes of its meetings; or that it must refuse to conduct regular open meetings to get the views of the community which is affected by its decisions.

Second, while there is some truth in the notion that the University is pluralistic -- that is, the various faculties have a relatively large degree of independence -- it is not true that all decisions are arrived at through a pluralistic process. Corporation decisions may be reached after discussion with only a limited sector of the community; perhaps a few deans are consulted about long-range planning, but not students, most faculty members, or employees. Additionally, even in the cases where there is discussion about an issue prior to the Corporation's consideration of it, this form of "pluralism" should not be confused with "democracy." The notion of pluralism implies various interest groups competing to influence a neutral decision-maker. In this case, the decision-maker is one of the interest groups. The concrete implications of this fact are clear: for example, while investment policy may be widely discussed, the Corporation quite clearly feels no obligation to follow the will of the community in this area.[22] In any of the cases where the Corporation makes unilateral decisions or decisions based on limited community discussion, it would be valuable for the Corporation to consult in a meaningful manner with the broad University community and incorporate members into the decision-making process.

Third, if we avoid rhetoric and look at the concrete areas the Corporation oversees, it becomes clear that "the idea that you can't expect a group of white males to make anything but white male decisions" is quite reasonable, and, in all probability, correct.*

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*This statement is worth pondering. If it is true, other homogenous groups should be just as acceptable. After over 350 years of governance by white males, perhaps the Corporation members should all resign, appointing in their place all black females -- if, for no other reason, merely for the sake of change.

Even if we concede that the Corporation's review of budgetary issues is not affected by the members' social makeup,* every other area under the Corporation' purview is likely to be influenced by the members' backround.

The Corporation's investment policy is inevitably affected in general terms by the members' racial and gender makeup; for example, polls show that Blacks consistently support divestment and disinvestment from South Africa at a higher rate than whites. More specifically, it would be absurd to suggest the members' corporate ties do not influence their views on investment issues, making them less sympathetic to the socially responsible investment movement. To again turn to the case of investing in companies that do business in South Africa: one Corporation member, Colman Mockler, heads a large company, Gillette, that does business in South Africa. In this instance, it would be very difficult to imagine Mockler supporting Harvard's divestment from companies doing business in South Africa while Gillette remains in South Africa.

Harvard's policy regarding interaction with industry, primarily in the area of corporate-sponsored research, is also inevitably affected by the members' corporate connections. A union official, politician, or consumer advocate would probably take a more skeptical view of university-industry agreements than an industrialist or banker.

Similarly, as any group would be, a homogenous group of white men must be

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*This concession may well be in error, as the erratic funding for the Afro-American Studies Department, for example, demonstrates.

guided by their own values in their selection of honorary degree recipients. Because the Corporation members award degrees to individuals both to the right and left of their political viewpoints, Harvard's honorary degree recipients are not mirror-images of the Corporation members nor of the other individuals involved in selecting honorees; but the spectrum of people they consider *is* truncated by their limited perspectives.

More subtly and more significantly, the common background of the Corporation members influences the long-term path the University follows. This become clearer as we examine a concrete example, the decision to pursue MATEP. Problems with MATEP went beyond massive cost overruns; elements of the surrounding community were strongly opposed to it, and concerns over the pollution it generates led to a protracted regulatory battle. It is quite conceivable that a Corporation member with a truly different backround would have persuaded the Corporation to veto the project, for environmental reasons, or because of a concern about displacing residents or a general concern about Harvard's self-aggrandizement, or simply because they utilized different methods of analysis when weighing the costs and benefits of the proposal.

In sum, the fact that the Corporation functions as a secret society does affect the decision-making process of the University. The Corporation is not omnipotent at Harvard, but it does hold immense power, and makes important decisions in a number of areas. Contrary to the Corporation's claims, those decisions are frequently made without an appropriate amount of consultation with different sectors of the University. Only occasionally are students' perspectives sought. As such, the Corporation's decisions are made subject to the values and limitations of

its members: corporate values and the limitations of rich white businessmen and professionals.

What Does This Mean for Students?

The most obvious affect of Harvard's governing structure on students is to disempower them. With the exception of participation on the Advisory Committee on Shareholder Responsibility, students have absolutely no role in decision-making at the University level.

Top University officials present three arguments to justify students' disempowerment; we will consider each in turn. The first is that students shouldn't be concerned with University governance because it doesn't directly affect them. Ex-Corporation member Francis Burr expressed this sentiment when he said, "To a student, the Corporation is really pretty irrelevant."[23] The logic of this argument, however, is that no one should care about University governance, except those who govern. Most decisions that directly affect a particular segment of the University have been delegated to the various faculties. What remains at the University level directly affects very few people, but it *indirectly* affects most people at the University, including students, and it is thus appropriate for them to participate in the decision-making process at this level. Harvard's conferral of honorary degrees is an institutional statement that indirectly affects everyone in the institution, while directly affecting no one. The logical outgrowth of that relationship is not that no one should participate in awarding honorary degrees, but that all sectors of the University should.

The second University argument defending student disempowerment is that administrators and the Corporation only deal with details and boring issues that are

of no concern to students or the public; consequently there is nothing to be gained from either opening up Harvard's governance process or including students in it. This sentiment is implied in Rosovsky's answer to the question "Why are the results of the Corporation's meeting not made public?:"

> I think the question illustrates a common misconception about how the Corporation functions. Let's take some typical items. The Dean of the Faculty of Arts and Sciences may come in to discuss a five-year plan for the Faculty. This would include, perhaps, questions of buildings, departments, computer use, etc. It might be a free-wheeling discussion that could last two hours. *But what is there to make public?* (Italics added)[24]

The answer to Rosovsky's question is simple: the text of that discussion. As the *Crimson* perceptively noted, it is discussions such as the one in Rosovsky's example and small decisions that add up to the broader policy that guides the University: "But as institutional leaders everywhere know...these thousands of dull decisions -- each insignificant in itself -- add up to a carefully plotted course for the University's future. Conservativism, stability and more stability are ever behind the choices the Corporation makes."[25] This claim, that students should be excluded from decision-making because the Administration and Corporation only deal in details is highly misleading; while neither the administration or Corporation often issue policy statements, they do make policy.

The third argument for excluding students from decision-making at the University was summed up in then-dean Rosovsky's famous quotation " You (students) are here for four years, I'm here for a lifetime, and Harvard will be here forever." This is a clever line, but a poor argument. While any individual student will only be at Harvard for four years, *students,* as a sector of the University, will remain at Harvard as long as the University exists. It is thus reasonable for individual students to seek a role in

University governance to represent student interests.

In contrast to top officials assertions, there are compelling reasons why the University administration and the Corporation should open themselves up, by operating less secretly and incorporating students into the decision-making process at Harvard.

In a university community, a great value is attached to the notion of openness. In theory, the free flow of information, operating as the currency of the unrestricted marketplace of ideas, is supposed to lead scholars closer to truth. When the administration operates according to a different model, it calls into question the University's commitment to the free exchange of ideas. There are no trade secrets at a university; there is no reason for Harvard to function as if it were a corporation. Except in cases where there has been a detailed demonstration of the need for secrecy, the presumption in all aspects of Harvard's operation should be in favor of openness.

The notion of openness is not only central to university communities, but to the functioning of democracies. Democratic and authentic pluralistic theory recognize the importance of the open exchange of ideas, that decisions arrived at in secrecy, without open and informed debate, will more likely be poorly made. Such theory also recognizes that different social groups have different interests and perspectives. Decisions made with student participation will be different than those made without; they will stimulate and reflect the unique perspectives and insights of students, and will result in decisions which are more responsive to the entire University community.

It is a mistake, however, to consider the effect of introducing open and democratic elements to Harvard's decision-making procedure only in the area of administration and governance. Doing so would reinforce the University's largely false bifurcation

between governance and academics. As Derek Bok's quotation at the beginning of this section makes clear, how universities act affects what students learn. What lessons do Harvard students learn from the manner in which Harvard is run? The administration and Corporation teach students that those in power should limit the degree to which they are held accountable to other parties. Students learn what type of tools should be utilized to aid the process Steiner called "the rationalization of administration:" the accentuation of hierarchy; increasing the concentration of power; the use of anonymity by those with power; and secrecy in the administration of power.* Students are taught that those without power should trust elites (usually white males) to make decisions for them, and to be passive, compliant, and accepting.

B. The Faculty of Arts and Sciences Decision-making Structure

Governance in the Faculty of Arts and Sciences

According to Harvard's maxim, 'each tub on its own bottom,' each of the different faculties at Harvard is responsible for its own budget and has a large degree of autonomy. Each school has its own unique system of governance; considering

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*While these anti-democratic lessons are implicit in Harvard's governing system, they are less subtly expressed in the remarks of prestigious members of the University. Harvard officials routinely state that democratic values are not relevant to running the University; when students have accused the Corporation of being similar to the Kremlin and the College of Cardinals, important members of the University have cheerfully agreed the analogy is correct. Professor Samuel Huntington has labelled the Corporation "our Politburo."[26] Rosovsky, in an article entitled "Highest Education: Our Universities are the World's Best," wrote that: "Governance is another area in which American universities are unusual...We have a system of governance that permits non-consensual and unpopular decisions to be made when necessary. We have learned that not everything is improved by making it democratic."[27]

governance from the perspective of undergraduates, we will here examine the Faculty of Arts and Sciences (FAS), which includes both the College and Graduate School of Arts and Sciences.

The Faculty is the omnipotent body in the FAS, the Corporation having delegated power over academic affairs, discipline, and student life to it. The Faculty, in turn, has delegated substantial governing power to the representative Faculty Council, which functions both as the Dean's cabinet and a powerful legislative committee. In fact, the Faculty Council makes the important FAS decisions, and the full faculty merely rubber stamps them.[28] Like the Corporation, the Faculty Council values secrecy over openness; all of its meetings are closed.

The Faculty Council was created after the student protest of the late 1960's, and was intended to deal with the issues raised by student protestors. As such, when they created the council, the Faculty institutionalized formal methods of student input in the governance of the FAS. Three student-faculty committees, focused on undergraduate education, housing, and undergraduate life report directly to the Faculty Council.

Two internal factors and one external one have prevented the student-faculty committees from providing students with a meaningful role in FAS decision-making, however. First, the committee meetings are closed; neither interested individuals or members of the media are allowed to attend them.* Most students

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*The Faculty's justification for closing these committee meetings isn't quite as sophisticated as the Corporation's is for closing theirs. The *Crimson* reported the following conversation:

> Reporter: Why can't the press attend CUE meetings?
> Bowersock [then CUE chair]: Because theyr'e confidential.

are therefore unaware of the committees' existence, let alone their function and the issues they address. As such, there can be no grassroots participation or even discussion of the committees' work. Second, the student representatives amount to nothing more than random students picked to serve on the committees. The student members of the student-faculty committees come from the relevant committee of the Undergraduate Council (eg., the Undergraduate Council's Academics Committee feeds members to the student-faculty Committee on Undergraduate Education), but because students run for the Council without knowing which committee they will eventually serve on, they are not elected for their positions on issues, and, in fact, may not have any positions.

The external factor limiting the effectiveness of the student-faculty committees is a far greater influence, however: the faculty and the Faculty Council simply do not value student opinion. As such, "when [any student-faculty committee] has tried to assert that it is more than a vestigal decision-making organ, the Faculty Council has put it emphatically back in its place."[30] A survey of some of the more important decisions made in the FAS reveals how little student opinion is valued.

Rather than respecting the maturity of students and their ability to govern themselves, the faculty meddled in the process by which the Undergraduate Council was formed in 1982. The committee which created the UC, itself a student-faculty committee, recommended that six seats in the Council be reserved for minorities. The

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Reporter: Why are they confidential?
Bowersock: Because we discuss issues we don't want to be made public.
Reporter: Well why don't you want them to be made public?
Bowersock: Because they're confidential.[29]

Faculty Council, however, vetoed this provision in the name of "basic democratic principles."[31] The fundamental problem of properly guarding minorities rights was thus not addressed in the UC's constitution, and it remains unresolved.

Pressured to abolish the Committee on Rights and Responsibilities (CRR) by a seventeen-year student boycott, the faculty established a review committee in the 1985-86 school year. The review committee did not include any students, and the Undergraduate Council Committee on the CRR had to rush to complete its report before the faculty committee, so that they could hope to have some influence on faculty committee. The UC did finish its report in time, but the faculty committee ignored its suggestions to democratize the disciplinary system and guarantee due process, never dealing with them in a substantive manner.

Students were almost totally excluded from participating in devising the most significant recent alteration in academic policy at the College -- the Core Curriculum. Initially then-Dean Rosovsky wanted there to be no student participation in the committees that constructed the Core plan, but he relented and agreed to have non-voting student members on the committee. Those members were prohibited from discussing the committee's work with other students, however. Rosovsky did not consult the general student community, nor did he provide a channel through which students could express their individual or collective opinion, even in a non-binding way. The Core, as it was eventually approved by the Faculty Council and then the faculty, did not require approval from students at any level. In fact, it was passed despite the fact that surveys indicated 65% of undergraduates disapproved of it.[32]

Student Government

It should not be surprising that the Undergraduate Council was unable to exert any substantial influence in any of these areas, because it was not set up to provide students with a means to participate in University decision-making. As the committee that established the Council wrote:

> In undertaking its governance function the Council should seek to advance the quality and effectiveness of discussion on issues though research projects and the formulation of positions. It should enhance the role of students in College governance, insure informed student representation on faculty committees, and increase the awareness among students of the choices inherent in policy decisions.[33]

That is, the UC was established as a means to allow to students to fill an advisory role in University governance.

Nevertheless, the Undergraduate Council has achieved some success. It has made progress on some incidental issues, like providing chocolate milk in the dining halls and getting Widener library to open on Sundays, as well as on some more substantial issues, such as the establishment of computer centers and convincing Harvard to change its summer storage policy.

But the Undergraduate Council's potential for influencing the University is sharply limited by two intertwined factors: its confusing procedures and its unwillingness to challenge the administration and faculty.

The UC, a heavily bureaucratized organization, is both crippled and limited by its organization. It is crippled because it can only take action after going through a roundabout and drawn out process. Members become bogged down in large amounts of paper work and arguments over insignificant procedural points. More importantly, however, the bureaucracy functions to limit the aspirations of the

Council members. Reading and writing a seemingly endless number of reports, voting and arguing over resolutions about minor procedural issues, members forget the UC could be anything other than what it is. Writing reports seems to be the thing the Undergraduate Council *does* ; rather than see reports as plans they would like to work to get adopted, members view the reports as recommendations to faculty or administrators, who may or may not see fit to act on them.

As the Council entrenches itself in an advisory role, it becomes unable to function in any other fashion. The act of functioning as an advisory committee and the associated bureaucracy blinds representatives to other possible roles. Because the process of writing recommendatory reports is a mode that satisfies no one, does not interest the members' "constituents" -- that is, the student body, and makes very little difference in how the University is run, the UC does not function as an organ to promote student empowerment.

Conclusion

In contrast to University governance, students at least have some input, if not meaningful participation, in the decision-making procedures of the Faculty of Arts and Sciences. This limited concession to students does not negate other problems in the governance of the FAS. Governing structures in the FAS -- the Faculty Council and the student-faculty committees -- suffer from some serious flaws; the most important of these is that governing bodies' meetings are closed to interested individuals and the media.

The Undergraduate Council provides students with an institutionalized beachhead from which they can fight for a greater role in University governance and a more open decision-making system. The UC, however, is plagued with

procedural problems as well as by its members' acceptance of a limited role in Harvard's governance. Students need to work to make the UC accountable, and to make it function effectively and responsibly -- by electing members based on their positions, speaking to and making demands of their representatives, and attending and speaking at meetings.

II COMPARATIVE ANALYSIS OF OTHER UNIVERSITIES' GOVERNING STRUCTURES

Approximately 100 schools were asked to supply information about their governing structure -- such as their charter, constitution, or bylaws -- and information about their student government -- such as a constitution or listing of university committees on which students serve. 70 schools replied, and their responses form the basis of this study. 63 provided information about their institutional-wide governing structure, and 43 provided information about their student government.

For two reasons, this study does not claim to be scientific. First, as the Gilbert Committee stated, "Formal structure often masks reality; the way boards operate in actuality may be quite different from descriptions in university charters and bylaws."[34] Second, it is rather difficult to imagine a legitimate and meaningful rating system to determine the nature of a university's governing system. The individual differences between schools make a quantitative system almost impossible to construct; how does one rate student participation on a university committee vs. another school that doesn't have the equivalent committee? Any attempt to develop some type of rating system would almost inevitably be arbitrary and artificial.

The information presented here, then, is impressionistic. Nevertheless, it is based on a broad sample, inclusive of public and private universities from all geographical regions of the United States.

A. Other Models of University Governance

No school considered in this study has a governing structure like Harvard's.

Nevertheless, many private schools have structures similar to Harvard's. Most have a single governing board; some members are usually selected by alumni, and other selected by the board itself. The board usually only meets quarterly; when the board is not in session, its power is normally delegated to an executive committee. Typically, the board makes use of a committee system, and these committees carry on the majority of the board's work. Organization of faculty and of the student government tend to vary quite a bit from school to school. Two Ivy League universities, Columbia and Cornell, stand apart from other private schools because of their significantly different governing structure. The Cornell model will be considered below, not so much to argue that Harvard should emulate Cornell, but to demonstrate the viability of governing models that are much more democratic than Harvard's.

The majority of research universities in this country are state-funded public schools. These schools tend to be larger than Harvard, and almost every one makes use of a governing structure that is significantly more open and democratic than most private universities, and certainly than Harvard. A composite state school model is also presented below.

The State School Model

The ultimate governing body of state institutions is usually the Board of Regents. The regents are normally appointed by the state's governor, and oversee the state's entire university system.

Overseeing each school within the state system is typically a Board of Trustees.

Some trustees are elected by alumni, some appointed by the governor, some selected by the other trustees. Many schools make use of a combination of these selection techniques. As at private universities, the trustees at public schools usually utilize a committee structure to handle the majority of their business, though the committee structure at public institutions is often more elaborate than at private schools. Also like most private universities, power is normally delegated to an Executive Committee when the Board is not meeting.

At many public universities, meetings of the board are open to the public, or minutes of their meetings are published. Indeed, students frequently serve on the board or its committees. Meetings of the trustees' Executive Committee are occasionally open, and students are sometimes members of this committee as well.

The role of the president at public schools varies significantly. The president's power is often described in a very broad terms in university documents, and reading these documents does not provide one with a real understanding of how a particular president functions at a particular school.

The dynamic of the relationship between administrators and faculty is in large part shaped by the faculty's governing body. At most schools, faculty governance is conducted through a unitary faculty senate. That is, faculty from all the schools at a university elect one body to govern them. Faculty senates normally have substantial power over the academic policy of universities, and set most of the institutions' academic norms.

The level of faculty participation in establishing administrative policy varies somewhat between schools, but is usually significant. This participation is normally institutionalized through student-faculty committees, which frequently also include

administrators. These committees are also one of the most important methods by which students participate in university governance, involving decision-making in both academic and institutional matters. The committee system at many state schools is often huge, and deals with issues ranging from parking policy to athletics to minority affairs to educational policy to university development.

In addition to participation on university boards and student-faculty committees, student perspectives are expressed through their own government. Like faculty senates, student governments at public schools are almost uniformly unitary: students from all schools of the university elect representatives to one body. Student associations are often quite large; they often command large budgets, and leadership positions within them are occasionally salaried positions.

Membership size and delegation of responsibilites varies between schools, but most student governments consist of a directly elected representative legislature, a directly elected executive, and an appointed or elected judiciary. The power of each these sectors varies. Executives and legislatures usually work together to prepare and approve reports, administer various programs, and generally advocate student interests. Judiciaries generally appear to have less power, and their prime function is usually to interpret the student government's constitution.

The Cornell University Model[35]

Like all other universities, "supreme control over"[36] Cornell is vested in the Board of Trustees. In fact, the trustees "concern themselves with the institutional interests of Cornell,"[37] delegating academic decision-making power to the University Faculty. The Board is composed of 42 members. Four are ex-officio: the Governor of the state; the Temporary President of the state Senate; the Speaker of

the Assembly; and the President of the University. There is one life trustee, the eldest lineal descendent of Ezra Cornell. Three trustees are appointed by the Governor. Twenty-one trustees-at-large are elected by the Board of Trustees. Eight trustees are elected by the alumni. Two trustees are elected by the faculty. Two are elected by the students. One is elected by the nonacademic staff and employees of the University.

The Board operates by a committee system. The Executive Committee oversees budget and finance, and personnel; additionally, it exercises the power of the full Board when the Board is not in session. The other committees of the Board are: Investment; Audit; Land Grant and Statuatory College Affairs; Buildings and Properties; Board Membership; Academic Affairs; Development Committee; and special committees the board may establish at its discretion. Nontrustees may be invited to serve as non-voting members on all of these committees except investment, audit, and board membership.

The President's role is broadly defined: "The President shall be chief executive and educational officer of the University and is charged with responsibility for providing general supervision to all affairs of the University."[38] Included among his or her tasks are determining the organization of the University; acting as institutional spokesperson; appointing all members of the instructional and research staff (upon recommendation of the appropriate dean); preparing the budget; and conducting the business operations of the University. These tasks are obviously beyond the capacity of one individual, and the President is assisted by a Provost and a host of subordinate administrators.

Campus governance operates very differently, through a structure which "is best

described as a system of constituent assemblies."[39] The three constituent assemblies are: the Student Assembly; the Employee Assembly; and the Faculty Council of Representatives. Members from each of these three committees combine to compose the University Assembly.

The University Assembly (UA) has "legislative authority" over certain aspects of conduct of members of the University. "The UA also [has] legislative authority over policies which guide the activities of the Departments of Transportation, Cornell United Religious Work, University Health Services and the Campus store and their budgets."[40] One committee of the UA hear cases involving alleged violations of the Campus Code of Conduct (voting members are 3 faculty, 2 students, 2 employees), another hears appeals from that committee (voting members are 1 student, 1 faculty, 1 employee). The Board on University Health Services determines policy for the University Health Services. Other committees advise the President; these include the Committee on University Budget Policies, the Campus Planning Committee and the Committee on Minority and Third World Affairs.

"The Faculty Council of Representatives (FCR) determines the academic policies of the University."[41] It is made up of 103 members, who are elected by the faculty. FCR meetings are open to the community. The FCR also makes use of committees to oversee policy in particular areas. Students serve on many of these committees, including the Committee on Academic Programs and Policies (2 of 9 members); the Committee on Freedom of Teaching and Learning (2 of 9 members); and the Committee on Admissions and Financial Aid (2 of 9 members).

"The Employee Assembly is composed of 13 voting members elected by...employees. The Employee Assembly provides advice and recommendations

on present and proposed policies of the University's Personnel Department. It also examine other policies which affect employees such as dining, health, and transportation services."[42] Additionally, employees serve on a number of the University Assembly committees.

The Student Assembly (SA) is a unitary body representing the whole of the Cornell University student population and consisting of 23 members. Each school elects one or two representatives to the SA. Eight members are elected at-large; up to two of the at-large seats may be allocated to constituent groups deemed to be underrepresented.

The SA's power is significant, and extends to many areas.

First, the SA has legislative authority over the policies of the Departments of Dining, Residence Life, Unions and Activities, and the Office of the Dean of the Students, "and the authority to review the budgets and actions of said departments."[43] The SA has the authority to require information from any of these departments, or any individual in these departments.

Second, the SA performs the normal function associated with a student government, examining matters which "involve the interests or concern the welfare of the student community and mak[ing] proposals concerning those issues to the appropriate officers or decision-making bodies of the University."[44] Student sentiment can be expressed through five forms of action: legislation; investigation; recommendation; sense-of-the-body resolutions; and calls for sense-of-the-community referendums.

Third, the SA helps formulate the University Calendar. The Provost consults the SA in forming it, and the SA may review and ask for a reconsideration of the

calendar before it becomes final.

Fourth, "the SA may request and obtain specific information from the President regarding any subject which it deems of general student concern." (Some categories of information, such as salary records, are exempt from SA requests.) "Should requested information not be furnished, the President, or an appointed representative, if absolutely necessary, will present a verbal report, including the reasons why said information cannot be furnished, at a SA meeting within two regularly scheduled SA meetings following the denial of the request."[45]

A fifth area involving the SA, more a responsibility than power, is the SA's annual report. At the end of spring term, the SA must prepare a report summarizing the SA's work and describing unresolved issues.

In addition to working as a whole legislative body, the SA works through committees. It utilizes three types of committees: operational; review; and student interest. Operational committees facilitate the internal functioning of the SA, and cover appropriations, elections, etc. Review committees "review all policies, programs, and actions and...aid in the budget/program planning process of sectors of the University that create policy directly affecting student life."[46] Each committee consists of at least one SA member and other members of the student community. Examples of review committees are: Committee on Dining Services; Committee on Residence Life; Financial Aid Committee. Student interest committees investigate subjects not adequately examined by the SA structure, and make recommendations to the SA. Student interest committees include: Committee on Community Relations; Minority and Third World Affairs Committee; Committee on Women's Issues.

B. Traits From Other Schools

From a Harvard perspective, the value of a comparative study of governance procedures lies not only in rating Harvard against other schools but in gleaning different structures, techniques, and relations that may be relevant to the Harvard. Studying other schools' constitutions has revealed at least 17 examples of methods used by other schools to increase openness and democratic decision-making.[47]

Governing Boards

•*Governing board meetings are open* : Michigan State University; Colorado State University; Virginia Polytechnic Institute and State University; University of Texas, Austin; University of California; University of New Mexico; Pennsylvania State University. Some schools, such as Pennsylvania State, have specific prescriptions for when meetings can be closed. These circumstances include meetings to discuss: the disciplining of a faculty member; labor relations; an emergency posing a clear and present danger; or subjects considered confidential by state law.

•*Governing Board minutes are made public* : Wayne State University; University of Nebraska (Lincoln); Ohio State University.

•*Students serve on search committees to replace vacancies on the governing boards* : University of Texas, Austin; University of California.

•*Interested individuals are given the right to petition to appear before the Governing Board* : University of New Mexico.

•*The student government leader has the right to appear at meetings of the governing board* : University of Texas, Austin.

•*A certain number of members of the governing board must be recent graduates of the school* : At Oberlin College, 3 members of the 27 person Board of Trustees must be from the graduating class and the past two graduated classes. At Vanderbilt University, one student from the graduating class serves on the Board. At Wesleyan University, alumni and the senior class elect a total of eighteen trustees; one of these must be from a class that graduated in the last ten years, one from a class graduated eleven or more years ago.

•*The senior class participates in the election of governing board members* : Wesleyan University.

•*Women and minority representation is mandated on the governing board* : University of North Carolina, Chapel Hill. The University of California mandates that the regents will be broadly representative of women and minorities, but it establishes no quotas.

•*Students serve as members of the governing board* : Howard University;

Colorado State University; University of Kentucky; University of North Carolina, Chapel Hill; University of California (the regents may appoint a student member at their discretion); Utah State University; Wayne State University; Purdue University; University of Nebraska (Lincoln); Brandeis University; University of Denver; University of Viriginia; University of Maryland.

•*Students serve on advisory committees to the governing board (including committees of the board of trustees)* : Kansas State University; University of Vermont, Burlington (as non-voting members); Pennsylvania State University (as non-voting members).

University Senates; Faculty Legislative Bodies

•*Student government has parallel power to the faculty senate* : University of Wisconsin, Milwaukee. At the University of Wisconsin, Milwaukee, both the student and faculty senates must approve reports generated by student-faculty committees before they are passed on to the chancellor.

•*Students serve on the faculty or university senate* : Ohio State University; Oberlin College; University of Kentucky; Tulane University; University of Maryland; Georgia Institute of Technology; Washington State University (only graduate students); University of Connecticut.

•*Faculty meetings are open and/or minutes are made public* : University of Nebraska, Lincoln; Brandeis University; Brown University; Washington State University; University of Texas, Austin (only minutes are made public).

•*Students are invited to attend faculty meetings* : At Brown University, 10 undergraduates and 10 graduates are invited to attend every faculty meeting.

•*Student-faculty committees are extensive* : Most public universities and many private universities make use of an extensive system of student-faculty committees. The schools listed here are not inclusive of all of these institutions, but were chosen either because they make use of the committee structure to deal with certain issues (e.g. budgets) or because their committee system is extraordinary. Two points should be noted about the following list. First, information in brackets is not comprehensive -- two interesting committees may be indicated at a school that makes use of dozens. Second, committee structure varies; some only have one student member; some have equal faculty-student membership; some have administrative members; a few make use of employees (staff) on committees.

University of Texas, Austin (students serve on committees on financial aid, admissions and registration); University of Wisconsin (Milwaukee) (five of sixteen members of the Academic Policy Committee are students, two of twelve members of the Admissions and Records Policy Committee, two of fourteen members of the University Relations Committee); Northwestern University (four of seventeen members of the Committee on Admissions and Financial Aid, which has discussed items such as no-need scholarships and using the ACT as a substitute for the SAT,

are students); University of Missouri, Columbia (students serve on most standing committees; staff serve on a number of committees, notably on women's issues, minorities, and the disabled); Tulane University (three of fourteen members of the Committee on Academic Freedom are students, three of sixteen members of the Committee on Budget Review); Oberlin College (students serve on forty-one committees); Ohio State University (students serve on 41 student-faculty committees); Iowa State University (students serve on 47 student-faculty committees); University of Georgia (students serve on educational affairs, curriculum, admissions committees); Brown University (four of fourteen members of the Committee on Admission and Financial Aid are students, seven of twenty-two members of the Committee on Educational Policy); Washington State University (students serve on committees on budget, university planning); Wesleyan University (five of eleven members of the Educational Policy Committee are students).

•*Students participate in choosing honorary degree recipients* : Brown University; Temple University; Tulane University; University of Wisconsin (Milwaukee); University of Michigan.

Student Government

•*Student government has a minority affairs committee* : Florida State University; Louisiana State University; University of Kansas.

•*Student government has a liaison to the state legislature or community* : Northwestern University; Colorado State University; Florida State University; University of Kansas; Georgia Institute of Technology.

C. Conclusion

The Harvard model of governance is clearly not the only possible method of governing a major university. While the basic structure of a governing board, a president, and a faculty body with primary responsibility is characteristic of all schools examined here, other universities make use of a variety of techniques that make them more democratic.

Most schools surveyed appear to have significantly more open governing structures than Harvard, and offer more space for student participation in decision-making. Cornell University in particular stands out as an Ivy League school with a

markedly different governance structure than Harvard. It places significant responsibility in students' hands, and allows students a meaningful role in decision-making.

Cornell occupies a unique position in the spectrum of American universities as a partially private and partially public university. It is exceptional also in that it is more democratic than the public schools examined in this study. In general, however, public universities are more open and provide a larger decision-making role for students than private schools. While it is true the data for this study were biased towards public schools, only one university -- Notre Dame -- appeared to limit students' role in governance more than Harvard.

The public school example is important and reveals quite a bit about how major educational institutions can potentially be run. Apologists for the hierarchical and exclusive governing structures may argue that the state school example does not apply to a private university like Harvard, but their arguments do not hold up under scrutiny.*

Public universities do operate under a different dynamic than private ones, and their responsibilities to state governments lead them to utilize more open and democratic structures. But there is no reason why these structures should be unique to state universities. The methods public schools have adopted to increase accountability and student participation in governance have not lessened their quality, and their example

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*In many respects, "private" universities should be considered public institutions, most obviously because of the tremendous funding they receive from the public sector. From this perspective, schools such as Harvard should not be able to avoid accountability by retreat to the notion of "privacy."

could be followed by Harvard without any negative consequences.

Indeed, the openness of public schools should not be romanticized. A cross-cultural study of universities would reveal that United States public universities are comparatively undemocratic. In the context of the United States, however, public universities offer a clear alternative model that can and should be followed by Harvard.

III RECOMMENDATIONS

Part I of this report argued that the governing structure of Harvard is anti-democratic, hierarchical, exclusive -- in a word, closed. Part II looked at other universities and established that alternatives to Harvard's governing system exist, and have successfully been implemented at other schools. One Ivy League school, Cornell, has a very different governance structure than Harvard, and provides for significant student input in the decision-making process. This section, Part III, offers specific recommendations for changes in Harvard's governance procedure.

Not all of these proposals are original. While a number of them may be, some of them have been made before in other forums, and many of the suggestions were borrowed from the experiences of other schools. Hopefully, however, by placing these suggestions in the context of a detailed critique of Harvard's decision-making structure, by drawing on the experiences of other universities and by comparing alternative models of university governance to Harvard's, and by joining these proposals together in an overall program, they take on a coherence lacking in isolated proposals.

University Wide suggestions

•The President and Fellows

1. The Harvard Corporation should publish detailed, edited minutes of its meetings.
President Bok has argued against this proposal, claiming the Corporation does not keep detailed minutes, and it would not be worth the expense of doing so.[48] Professor Rosovsky has claimed that such a move would significantly alter the nature of the meetings, as candor would be lost. These arguments are simply addressed. The costs of producing minutes would be minimal, and are certainly justified in view of the value of letting the Harvard community know what its rulers are discussing. Other universities' governing boards meetings are open, or publish

their minutes, and they operate without any difficulty. A detailed set of criteria should be established outlining what subject matter requires privacy, and this would preserve candor and whatever necessity there is for secrecy among the Corporation members.

2. The Harvard Corporation should hold an annual open meeting, at which members of the Harvard community are free to question and offer their opinions.

The Corporation has in the past turned this suggestion down, based on four arguments. First, the Corporation holds that such meetings are not productive, that they don't allow for serious discussion; second, the members argue they communicate with members of the community in other ways, both formal and informal; third, President Bok says he is willing to take the heat at open meetings, but that the other members of the Corporation volunteer their time and are extraordinarily busy; fourth, in the words of Andrew Heiskell, "the Corporation is in the business of running Harvard, not attending meetings."[49]

The first two arguments can be grouped together and handled singly: whatever the limitations of open meetings, most members of the Harvard community have no contact with Corporation members, and it is therefore impossible for members to have a serious understanding of the sentiments of disparate members of the community. Bok's argument is an admirable display of self-exposure, but it doesn't hold up to even casual scrutiny. The Corporation members are volunteers, but they did not volunteer to do office work. They volunteered to rule Harvard, and as such must be held accountable in the same fashion that would be expected of any other set of rulers, "volunteer" or not. Heiskell's statement is the classic language of autocracy, and also a classic example of a central problem with Harvard's governance procedure: the rulers are acutely out of touch with the community they govern, and they do not care to do anything to correct the situation.

In contrast, the proposal for an open Corporation meeting is a simple mechanism by which the gap between rulers and ruled can be bridged, at least to a limited extent.

3. The Corporation should institute a quota system, requiring at least one woman and one minority on the body at all times.

This quota would be a minimum, and should by no means be interpreted as a upper limit on the number of women and minorities who could serve on the Corporation. A quota is an unpleasant means by which to integrate an organization, but it is necessary in this case for at least two reasons. First, it is vital that the Corporation become integrated; the importance of the inclusion of diverse perspectives on the Corporation was explored in Part I of this report. Second, despite the oft-repeated assertions by the Corporation that it has searched for minority and women members, somehow it has not yet succeeded in finding any.

The quota advocated here would guarantee minimum representation of women and minorities, but it should not interfere with the selection process. Indeed, as the Corporation becomes truly integrated and representative of the population of the

community and the nation, the quota will become irrelevent; three, four, or even five women members will be perceived as "normal," as will having a couple or more minority members.

4. Harvard Corporation members should annually attend a reception with students.
The reception would function in a similar manner as the one President Bok has with first-year students every year in the Fogg Art Museum. Mr. MacDougall has spoken against this idea, arguing that large events of this type are without significant value.[50] But a reception would be beneficial for reasons similar to those in favor of open meetings. A reception would be valuable for both the Corporation and the students: it would allow Corporation members to get a sense of students' sentiments; and it would enable students to have some limited interaction with the people who govern the institution where they live and study.

5. The composition of the search committee to fill vacancies on the Corporation should be similar to that of the Advisory Committee on Shareholder Responsibility (ACSR).
Mr. MacDougall has rejected this idea, but for no substantative reason. He argues that anyone is free to suggest names to a search committee, which offers community members input into the selection process. But common sense alone makes clear that the power to suggest names to a committee is no power at all. It is very unlikely that the committee would place a candidate they had not considered on their own at the top of their list. Involving students, faculty, alumni, and workers (if they express a desire through their representative organizations to do so), as well as governing board members, in the selection process would give these sectors of the University meaningful input into determining which individuals will govern them.

6. The Advisory Committee on Honorary Degrees should include students.
Nominees for honorary degrees are currently selected by a committee composed of members of the governing boards and faculty. Nominees must be approved by both governing boards before they are finally designated to receive degrees.

Honorary degrees are awarded in the name of the University, and upon whom Harvard chooses to bestow degrees reflects on the entire academic community. As an important part of that community, and the central part of the community participating in the ceremony at which honorary degrees are awarded, students should have a role in choosing honorees.

7. The University should publish and distribute to all students a detailed explanation of its governing structure.
An outline of Harvard's governance structure, slightly more detailed than what appears in Appendix I of this report, would be appropriate to fulfill this proposal. Students at the Law School might be willing to volunteer to draft a booklet for administrators' perusal and final approval.

Mr. MacDougall has commented, upon reading Appendix I, that it taught him a lot about how Harvard is run. If the treasurer of the University is unable to comprehend the entirety of Harvard's governance structure, then it poses a daunting task to interested students. The problem goes beyond just sorting out a vast and complex structure, however. As argued in Part I, Harvard's managers purposely obscure the decision-making process at the University; in doing so they escape accountability and create obstacles to potential student movements, which must sort through an almost incomprehensible bureaucracy.

•Board of Overseers

8. Students should serve on certain committees of the Board of Overseers, including the "academic" ones.
Certain committees of the Board of Overseers, such as the Alumni Affairs and Development Committee do not affect students, and there is no compelling reason for students to serve on these committees. Other committees, such as the "academic" ones -- Natural Sciences, Humanities and the Arts, Social Studies, and Centers, Institutions and Continuing Education -- and the Committee on Financial Policy, do oversee areas of direct or indirect concern to students. Understanding issues from a variety of viewpoints is integral to successful "oversight," and student membership on these committees would provide a mechanism by which student perspectives could be expressed in the oversight process.

9. Graduating students should be eligible to vote for candidates for the Board of Overseers.
The premise of this suggestion is that graduating students, still at the University, will participate in the overseers election at a greater rate than they will one year later, when they are dispersed. This would have two advantages. First, allowing graduating students to vote for the overseers would provide a means for those who have most recently experienced life at Harvard to have an enlarged role in choosing the individuals who are supposed to maintain accountability at Harvard. Second, over time, it would probably increase the rate of alumni participation in overseers election; if they vote as graduating students, alumni are likely to continue to vote, even as they become more removed from the Harvard experience.

•Administration

10. The President should meet periodically with a limited group of students to discuss issues facing the University and issues concerning the students.
These meetings would be the complement of the Corporation's open meeting and reception. They would provide the opportunity for small group discussion and relatively detailed consideration of the issues explored. Students in leadership and representative positions in the University should participate in all of these meetings in a regular fashion, and they should be joined by randomly selected students, each group of whom would attend only one meeting. This mix would ensure that both student leaders and "average" students would be represented; and that some students in the meetings would approach the topics considered with

experience and understanding of the President's perspectives, while others would provide new insights and fresh approaches.

11. Students should serve on *ad hoc* committees established to resolve questions of institutional policy.
A technique frequently used by President Bok to resolve controversies and allay conflict it to refer contentious issues to *ad hoc* committees for disposition. Since these committees form a significant part of Harvard's decision-making process, if students are to have a meaningful role in University governance, they should serve on these committees.

<u>Faculty of Arts and Sciences</u>

12. The President, the Dean of the FAS, and the Dean of the College should annually prepare a position paper on the State of the Students and attend a student forum to discuss it.
The position paper should be distributed to all undergraduates. A week later, a forum should be held at which the President and the Deans address all undergraduate questions and comments. Last year President Bok rejected a student organization proposal to institute a State of the Students declaration and forum on the basis that he did not have direct responsibility for undergraduate affairs. This proposal addresses that concern; by incorporating the Deans of the FAS and the College into the State of the Students concept, it precludes the possibility that the President will infringe on their responsibilities. The inclusion of all three individuals would guarantee that almost all questions relating to administrative issues could be adequately addressed.

13. Faculty meetings and Faculty Council meetings should be open to a limited number of students.
The first ten students who express interest should be allowed to observe Faculty and Faculty council meetings. This suggestion would increase the student awareness of issues facing the University. And by allowing students to enter faculty debates -- even outside the meetings, in student publications or in other forums -- it would lead to a more vibrant University discussion and superior policy outcomes.

14. Student-faculty committee meetings should be open to a limited number of undergraduates.
Allowing undergraduates to attend and student publications to cover student-faculty committee meetings would enable students to become aware of the committees and their work. Closed committees enable Derek Bok's prophecy (described above) concerning student participation on university committees to become self-fulfilling; student members cannot be representative of or responsive to the student population's opinions if the population is precluded, by lack of information, from forming an opinion on issues facing the committees.

Students

15. Student governments should be given access to any information they request from the administration. If the administration refuses to supply the information, it should present a written explanation of its refusal.

The free flow of information is a necessary prerequisite for informed participation in decision-making, and is also a central value of the academic community. Access to information at Harvard is limited, and as described in Part I, this is a purposeful strategy of Harvard's rulers to maintain their control of the University. This measure, which would require a majority vote of a student government and therefore could not be used casually or wantonly, would provide students with some increased access to information. Information that truly requires confidentiality would be protected by regulation (e.g., certain information such as students' grades or evaluations of professors would be exempt from student government requests), and, in the last instance, by carefully justified refusals on the administration's part to provide it.

16. Undergraduate Council approval should be required of reports and proposals emanating from the student-faculty committees in the FAS.

The faculty should not be able to impose unilateral decisions on the student body in areas of direct concern to students. The right of students to participate in decisions affecting them is implicitly recognized in the existence of the student-faculty committees; requiring Undergraduate Council approval of the committees' proposals would realize this right.

17. The Undergraduate Council should establish a community affairs liaison.

Such a liaison would decrease the "town-gown" tension that exists between Cambridge and Harvard, and would be a means of showing respect for the community surrounding Harvard. It would provide Cambridge citizens and leaders a mechanism for communicating their concerns and frustrations to students, and offer the possibility of implementing reforms to ameliorate some concerns. Additionally, when appropriate, a liaison could promote student interests in the broader community; for example, lobbying against ordinances to restrict musicians playing in Harvard Square.

18. The Undergraduate Council should establish a Minority Affairs Committee.

The Undergraduate Council has a poor record of addressing minority concerns, a problem which is, in large part, structural. When the Council was formed, its student proponents wanted to reserve seats on the body for minorities, but the Faculty vetoed the proposal.[51] The Council's founders' fears were justified, however, and minorities are consistently under-represented on the Council, and minority issues consistently unaddressed. Only a structural transformation can resolve this problem. Establishing a standing committee to speak to minority concerns is a simple, beginning step toward such a transformation.

IV CONCLUSION

Roderick MacDougall has suggested that an organization's "finished product" is an appropriate measure of how well the organization is run.[52] Harvard's product -- the education it offers -- is quite impressive, he offered, and this serves as an indication that the process by which decisions are made at Harvard is proper.

MacDougall's statement is problematic on a number of counts; indeed the statement itself is symptomatic of faults in Harvard's governing structure. The first difficulty is measuring the quality of an educational institution's product. Are students well educated at Harvard? Let us assume that, by conventional measures, they are. An institution with the richness of resources Harvard possesses -- in endowment, professors, libraries, reputation, and a variety of other areas -- is bound to be successful by this criteria. That is, at this level of evaluation, Harvard is likely to succeed irrespective of its governance procedure, irrespective of the competence of its administrators. In other words, taken at face value, the notion of measuring the strengths and weaknesses of Harvard's governing structure in terms of Harvard's educational output is fundamentally flawed.

MacDougall's statement only takes on validity when we examine the way Harvard's decision-making process affects "the final educational product." As argued in Part I, the effects are significant and far-reaching -- and negative. Harvard's governance structure teaches students that those with power should be distrustful of and antagonistic to democratic values; and that those without power should be passive and accepting of the guidance offered by so-called experts.

On another plane, MacDougall's notion is misdirecting, in that it focuses our attention on the wrong objects of study. Process is not merely an inconsequential

means to achieve desired outcomes or products. The whole concept of democracy is premised on the idea that process matters in and of itself. Democratic process with mediocre or poor outcome is judged superior to authoritarian processes that yield superior products. In this context an institution's governing structure merits its own study, partially divorced from the realm of "the finished product." On this score Harvard rates very low. Its rulers are secretive and anonymous. It largest constituency, students, have a minimal role in making decisions. It is characterized by bureaucracy, hierarchy, and an extensive lack of accountability, for what the rulers do not as well as for what they do.

MacDougall's statement was not wholly flawed, though: process does have an important influence on the final product. But that influence is often expressed in such a subtle way that it is impossible to gauge if we only study the product. Returning to Part I's example, if we merely look at Harvard's decision to invest in companies doing business in South Africa and the reasons given for this decision, we gain an understanding of the product, but neither of the process or how the process affected the output. An examination of the decision-making process in this area -- the Corporation's absolute power to make investment decisions, that body's makeup, and the refusal of the Corporation to adhere to the ACSR's proposal to totally divest from companies doing business in South Africa -- reveals quite a bit about the fashion in which process affects the final product. A decision-making process such as Harvard's, characterized by a high concentration of power, yields outcomes that reflect the interest of those few who have power, not the broad constituency in whose name they govern.

Finally, MacDougall's whole formulation that process should be evaluated in

light of "the finished product" is reflective of the corporate mentality which governs Harvard. This mentality is a direct consequence of who runs Harvard and how they run it. Harvard's rulers have corporate backrounds, and they infuse corporate values into the institution. The reorganization of Harvard according to corporate principles that has occurred under Derek Bok's reign reinforces this rationality, as administrators do exactly what MacDougall did: measure process according to product, and product according to inappropriate corporate criteria. A corporation that measures its output by profits and sales may easily ignore some of its other "products:" pollution, consumer fraud, worker injuries, and technical stagnation. So too with a university that rules by such a narrow definition of "product."

Harvard's governing structure *is* flawed, and steps should be taken to make it more democratic, inclusive, and responsive. As Part II argues, other universities have employed a variety of measures to achieve these goals. In fact, most of this nation's universities have more open and democratic decision-making structures.

Part III offers a number of proposals to promote these aims. The suggestions are by no means revolutionary. An expanded version of Cornell's governance model, one that democratized even the top of the University's hierarchy, would more successfully realize the broader aims of attaining a truly democratic and open Harvard. Without previously sustained and broad-based pressure from the bottom up, however, proposals for democratizing the top of Harvard's hierarchy are not valuable.

By contrast, every suggestion made in this report could be implemented at Harvard with minimal difficulty.

The suggestions aim to enhance the levels of communication, interaction, and

participation at Harvard: communication and interaction between Harvard's rulers and the ruled; participation of Harvard's students in University governance. It may be -- in fact it is likely -- that not all of these suggestions would work at Harvard; a process of experimentation, however, would locate the appropriate changes and result in meaningful and beneficial reforms.

Without pressure, though, Harvard's hierarchy has no proclivity to engage in self-examination, experimentation, or bottom up nourishment. Unfortunately, changes in attitude and practice at Harvard come primarily from pressure, and secondarily from argument. Ultimately, the democratization of Harvard's governance structure will require students to pursue power and to compel the University's rulers to adopt a new attitude, one that replaces their smug accord with the *status quo* with a creative willingness to experiment, to learn, and to grow in vision and vitality.

APPENDIX 1: THE GOVERNING STRUCTURE OF HARVARD

This description of University governance strives to objectively outline governance structure at Harvard. It has been edited by Vice President and General Counsel Daniel Steiner, Dean of the College L. Fred Jewett, and Secretary to the Faculty John Marquand. In any instance where a suggested correction of theirs was not included in the text, their suggestion appears in the notes, as does the reason it was not incorporated in the text.

This appendix examines Harvard's governing structure from the bottom up, as it appears to College students. Such an analysis allows us to see the bottom of the structure more clearly, and, as we climb up it, to more carefully realize the relationship between the bottom of the structure and the top.

Undergraduate Student Government and Participation in Decision-Making

Undergraduates' primary role in self- and university-governance is realized through the student government, which is known as the Harvard-Radcliffe Undergraduate Council (UC).[1] Established in 1981, the UC is a representative body. Members are elected by a system of proportional representation; each house has five representatives. Each of the five members serves on one of the UC's committees: social; academics; student services; finance; residential. Each committee's chairperson plus the Council's chairperson, vice-chair, secretary, and treasurer compose the Executive Committee, which sets the Council's agenda..

The committee that established the Council articulated its role in the following manner:

> In undertaking its governance function the Council should seek to advance the quality and effectiveness of discussion on issues through research projects and the formulation of positions. It should enhance the role of students in College governance, insure informed student representation on faculty committees, and increase the awareness among students of the choices inherent in policy decisions.[2]

In practice, the Council's primary functions have been: to write reports recommending various changes in University policy; to dispense grants to student organizations; and to conduct social events.

The Council sends student representatives to various committees.[3] It sends one student representative (not necessarily a member of the UC) to the Advisory Committee on Shareholder Responsibility (ACSR), which advises the Harvard Corporation on ethical questions relating to investments. The ACSR is made up of students, faculty, and alumni; it has twelve members, four of whom are students, one of whom is an undergraduate. It evaluates the shareholder resolutions that are offered in companies in which Harvard invests, and takes positions on broader investment questions. Approximately 10% of the time, the Corporation does not adhere to the ACSR's suggested positions on shareholder resolutions. In 1984, the Corporation chose not to follow an ACSR recommendation that Harvard divest itself from all companies doing business in South Africa. Since 1984, the ACSR has not voted on whether Harvard should totally divest.

The Undergraduate Council sends representatives, chosen from the UC itself, to three student-faculty committees: the Committee on Undergraduate Education (CUE), which advises the Faculty Council; and the Committee on Housing (CoH) and the Committee on College Life (CoCL), each of which report to the Dean of the College. These committees examine the general policies in the areas they cover, and also deal with particular issues. For example, the CUE has recently considered altering the academic calendar and the CoH has attempted to deal with problems of overcrowding in some dormitories.

The standing Committee on the Core (on which there are two student members) has final authority over what will be taught in the Core. It has subcommittees for each of the ten divisions of the Core (each division represents a different field, eg. science, history, moral reasoning), which make recommendations to the standing committee. For a class to be accepted as part of the Core, it must conform to the recommendations of the Core committee. Undergraduates not involved in these committees can participate in shaping the Core by proposing potential classes to them; and the committees will attempt to have a professor develop a course based on the suggestion.

Faculty Governance

The Corporation has delegated control over academic decisions and student life to the faculty, and the faculty exercises most of its decision-making responsibilities through the Faculty Council,[4] an elected body which functions as its executive committee.

Students are not directly represented at the Faculty Council or at general faculty meetings, where final approval is given to proposals that have been screened by the Faculty Council. Recent significant decisions made by the faculty which directly affect students include the establishment of a concentration in Women's Studies and the creation of a new disciplinary system. Both of these decisions were made without formal undergraduate student input into the decision-making process.[5]

Students' views are not solicited, either formally or informally, concerning issues facing the faculty that do not directly affect students. Students were not involved in developing the FAS policy concerning professors' extramurals in 1981, for example, nor have they had any role in the process by which minor reforms have recently been made in the policy.

College and FAS Administration

The College and the Faculty of Arts and Sciences have separate administrative structures. Each is headed by a dean. There are also a variety of assistant deans at both the College and FAS. The dean with whom undergraduates have the most contact is the Dean of Students, who oversees student organizations and activities and serves as a liaison between students and the rest of the administration. With the important exception of minority students who have special programs and roles at the Office of Admissions, the Dean of Admissions is the dean with whom undergraduates probably interact least.

The Dean of the College oversees the operations of the College. He functions as something of an ombudsman, attempting to resolve difficulties and conflicts. The Dean of the College works with the Faculty Council and the student-faculty commitees, the Undergraduate Council, and the House Masters, and the assistant deans. The Dean has recently been active in shaping the new discipline system (in conjunction with the Faculty Council) and resolving overcrowding problems in dormitories. The Dean is the administrative connection of the College to the rest of the University: the Dean of the Faculty of Arts and Sciences, the President, and the University's central administration.

The Dean of the Faculty of Arts and Sciences oversees both the College and Graduate School of Arts and Sciences. This deanship is often considered the "second most powerful" position in the University, after the presidency. The Dean coordinates the finances of FAS, which involves both raising and dispersing funds. Under Harvard's dictum "each tub on its own bottom," each school has to manage its own finances and provide its own income. Much of the Dean's time is therefore devoted to fundraising and devising budgets.

The Dean also has considerable academic power; this is the basis for calling him the second most powerful person at Harvard. The Dean works with the Faculty to set broad academic policy; for example, the previous Dean of the FAS, Henry Rosovsky, established the Core Curriculum. Additionally, the Dean plays an important role in the tenure process. After a department has voted in favor of a particular candidate for tenure, the Dean of the FAS and the other academic deans review the candidate. They have the power to send the nomination onto the president, or to reject the

candidate.

Students are not consulted in the tenuring process, either at the departmental level or by the Dean. Indeed the Dean of the Faculty of Arts and Sciences has very little contact with students in any capacity, and does not formally solicit their opinion on any of the decisions he makes.

The University Administration

Directly above the Dean of the Faculty of Arts and Sciences in the academic chain of command is the president. While the president has ultimate responsibility for tenure apppointments at all the graduate schools, at the FAS he does more than routinely approve the decisions made within the school; at the FAS, "he makes the appointment...Everything [done in the review process within the FAS] is advisory to him."[7] Making appointments in the FAS takes up a great deal of the president's time; he normally spends 6-20 hours on each of the approximately 20 appointments he makes a year.[8]

The president's greatest influence over the academic direction of the University stems from his power to make appointments, both of faculty and deans. Reviewing and making appointments takes up the greatest chunk of President Bok's time, and he regards it as the most important aspect of his job, saying "[there is] certainly nothing more important than choosing key people -- deans and faculty."[9] The president also guides the University's academic policy by working with the deans to plan long-term strategies and policies for the schools.[10]

The other half of the president's job involves administering the University (one of the most significant aspects of which is fundraising).[11] President Bok took over a central adminstration that was inadequate to cope with the problems of a modern university. As Bok's predecessor, Nathan Pusey has stated: "I had one vice-president. But by the time I left the University had grown so vast that no successor could or should go on that way."[12] Under Bok, the University's administration had been significantly revamped. In the words of Vice President and General Counsel Daniel Steiner, "Bok rationalized the administration. He moved us to a larger more sophisticated central administration, one that's staffed to deal with any problem."[13] Bok's enlarged administration consists of five vice presidents: Vice President and General Counsel; Vice President for Government, Community, and Public Affairs; Financial Vice President; Vice President for Administration; and Vice President for Alumni Affairs and Development.

Under Harvard's decentralized administration system, each of these vice presidents has a relatively large degree of autonomy, overseeing a specific segment of Harvard's activities.[14] Bok has followed his own advice from his book *Higher Learning*, concerning the "greatest paradox currently facing university presidents and deans," which is that they are chosen primarily for their past scholarly performance, while the central tasks facing them are administrative. To resolve this paradox, Bok suggests, "Perhaps the best approach would be to preserve a unitary presidency held by someone with a strong academic backround while delegating more authority over management to a treasurer or executive vice president with truly impressive administrative experience."[15] At Harvard, Bok has both given substantial independence to his top administrators, particularly to Vice President and General Counsel Daniel Steiner, who plays an especially large role in University management.

Nevertheless, Bok maintains ultimate authority over administrative functions. According to Steiner: "All of us [the vice-presidents] report to him and are sensitive to what his views are. No major decision is made without talking to him.[16]

Students have no formal role in Harvard's administration at the University level (except through the ACSR), and the University's top administrators do not have any formal interaction with students.

University Governing Structure

Harvard has two governing boards, the President and Fellows of Harvard College, commonly known as the Harvard Corporation, and the Board of Overseers. The Corporation is made up of seven members, including the University's president and treasurer. It is self-perpetuating, choosing its own replacements for retiring members. Members serve without term, remaining on the Corporation until they choose to retire or until they reach the informal mandatory retirement age of 70. The Board of Overseers is made up 30 members, elected from and by Harvard's alumni. Five members are elected each year; they serve for terms of six years.

Although Harvard's charter provides the Board of Overseers with significant influence over the University's governance, in practice the Board has much less power. As the report from the Committee on the Structure and Function of the Board of Overseers (the Gilbert Committee) stated, "Formal structure often masks reality; the way boards operate may in actuality be quite different from descriptions in university charters and bylaws."[17] The legal power of the Board extends to four areas: visitation, the right and responsibility to visit and evaluate any part of Harvard; consent, by which the Board must consent to certain acts of the Corporation before they become legally valid; the power of allowance and alteration, described as follows by Harvard's charter: "the corporation shall...make such orders and by lawes...provided alwayes that the corporation shall be responsable unto and those orders and by lawes shallbe alterable by the overseers according to theire discretion;"[18] and counseling of the Corporation. In practice, the Board primarily makes use of their visitation function, and secondarily functions as an advisor to the Corporation.[19] The Board also plays an important role in fundraising.

The Corporation's power is more substantial than the Board's, but like the Board, it does not exercise all of the power it is legally endowed with. Its formal power is impressive:

> All the property of every department of the University stands in the name of the President and Fellows. Every faculty is subject to their authority. All degrees are voted by the Corporation and, in the first instance, all appointments are made by them or their designees. All general changes in requirements and proceures anywhere in the University are carried out under the authority of the Corporation.[20]

In practice, the Corporation delegates most of its power over academic affairs to the various faculties. Additionally, since Bok has been president, the Corporation has restricted its involvement in administrative functions, delegating them to the administration: "in a recent, unheralded reform, many of the less important, more routine matters have been delegated to the administration, the Corporation retaining, however, authority over significant exceptions to policies established in the delegation."[21] The Corporation retains significant power in five areas: selecting honorary degree recipients;[22] devising policy governing Harvard's external relations, including University-industry relationships;[23] establishing investment policy; reviewing budgets; and engaging in long-term planning for the University.[24]

The Corporation operates "as a *multiple executive* -- speaking with one voice as the final executive authority within the University."[25] (italics in original) Its functioning was described by Professor Henry Rosovsky, now a Corporation member,

> The Corporation is primarily a reviewing body and an advisory group. It is chaired by the President, who sets the agenda.
>
> The Corporation operates by consensus. It typically invites people to meet with it: deans, vice presidents, faculty, students -- a wide range of people in the University community.[26]

Corporation meetings are held every two weeks.[27] The Corporation meets in private; interested individuals (unless invited) are not allowed to attend its meetings. The Corporation does not make its

minutes public, and, in fact, does not even keep detailed minutes.[28]

Though the Corporation held a closed meeting with ten members of the Undergraduate Council in the spring of 1987, neither the Corporation nor the Board of Overseers generally has any formal contact with students.

APPENDIX 2. SHORT PROFILES OF THE MEMBERS OF THE HARVARD CORPORATION

These profiles are based on information gathered from a number of different sources: *The New York Times*, *The Harvard Crimson*, *Who's Who*, relevant corporate annual reports and proxy statements, *Great Good Fortune* by Carl Vigeland, and biographical information now available from the Harvard News Office and the Office of the Governing Boards.

Derek Bok

As president, Bok is the only one of the Corporation members to maintain a public profile, providing the "only voice" of the Corporation. Bok became president in 1971, replacing Nathan Pusey, who exited the University in disrepute as a consequence of his poor handling of student protest. Before he took over the University's presidency, Bok was a member of the faculty and then dean of the Harvard Law School. He has written two significant books on labor law: *Cases and Materials on Labor Law* (edited with Archibald Cox) and *Labor and the American Community* (with John T. Dunlop). Additionally, he has written two books on American universities, *Beyond the Ivory Tower: Social Responsibilities of the Modern University*, and *Higher Learning*. He is on the boards of a large number of educational organizations.

It is rumored that he aspires to be a U.S. Supreme Court justice.

To his credit, he has refused to serve on the boards of any corporations while he is president of Harvard.

Andrew Heiskell

Heiskell is the ex-chairman of the board and chief executive officer of Time, Inc., having retired in 1980. He served in those positions for twenty years, overseeing the growth and diversification of Time, Inc. into the video and forest and paper products industries.

Heiskell has been prominent not only for his business activities, but for his social and civic activities as well. He has been married three times, twice to prominent women, and has often been in the social columns of the *New York Times*. The *Times* carried stories when he was divorced, when his daughter married, when his mother died, when he and his wife had a large party, when his and his wife's apartment was a stop on a tour to raise money for the UN, and dozens of other times.

During the 1960's and 70's especially, he was involved (often as president or chairman) in a tremendous number of civic associations designed to deal with urban problems. He has participated in groups called Urban America, the Urban Coalition, Citizens Caucus for Mass Transit, the Midtown Task Force on Staggered Work Hours, etc. He presently is co-chairman of the New York Public Library, co-chairman of the National Urban Association, vice-chairman of the Brookings Institution, and on the board of directors of the Inter-American Press Association, an organization with which he has long been associated.

He characterizes himself as a liberal Republican, and supported John Connally and then John Anderson in the 1980 presidential elections.

Heiskell is 72 years old, and will probably retire soon, because 70 is the informal mandatory retirement age of the Corporation.

He serves on the board of directors of the following corporations: American TV & Communications Corp., Book-of-the-Month Club, Inc., Inland Container Corp., and Temple Eastex, Inc..

Roderick MacDougall

MacDougall is currently the treasurer of Harvard. Before he was appointed treasurer in 1984, he was chairman of the New England Merchants National Bank, which is now called the Bank of New England and is the second largest bank in Boston. Before joining New England Merchants National Bank, he held executive positions with Morgan Guaranty Trust and Marine Midland Bank. At various times while at New England Merchants National Bank, in addition to being chairman, he held the positions of president and chief executive officer.

MacDougall made the position of treasurer of Harvard a full-time one. He is regarded as more diligent than his predecessor. He doesn't take part in the day-to-day operations of Harvard's private investment firm, the Harvard Management Corporation (HMC), but he does oversee HMC, and tends to reign in the more speculative and quasi-dishonest tendencies of its top traders.

He serves on the board of directors of the following corporations: EG&G, Inc., Bank of New England, New England Mutual Life Insurance, Arkwright-Boston Manufacturers Mutual Insurance, and The Stop & Shop Companies.

Colman Mockler

Mockler is the chairman and chief executive officer of Gillette Co. After working for a short time for the General Electric Co., he served a two-year stint on the faculty of the Harvard Business School from 1955-57. He affiliated with Gillette in 1957, and rose through the ranks to become the company's president and chief operating officer in 1974. Since1976 he has held his present positions.

He is 57 years old, and probably will remain on the Corporation for a long time.

He serves on the board of directors of the following corporations: Fabreeka Products, First National Bank of Boston, Bank of Boston, Raytheon, and John Hancock Mutual Life Insurance.

Henry Rosovsky

Rosovsky is unique as a Corporation member for two reasons: first, he is a Harvard professor -- the first to serve on the Corporation in approximately 100 years; second, he is Jewish -- the first or second Jew ever to be a member.

Rosovsky is a specialist in Japanese society and a University professor, which is the highest title given to professors at Harvard. He is former dean of Harvard's Faculty of Arts and Sciences, a position he held from 1973 to 1983.

He is very active in the national Jewish community, working in the American Jewish Congress. He has received an honorary degree from Yeshiva University. He is a fairly liberal player in the Jewish community, in the past arguing that Jews had an obligation to speak out against the Vietnam war despite U.S. aid to Israel and signing a letter criticizing the Israeli settlement of the West Bank.

Rosovsky is most famous, however, for turning down the presidency of Yale when he was Dean of the Faculty of Art and Science so that he could complete his work on Harvard's Core Curriculum.

He chaired the committee that established Harvard's Afro-American Studies Department, but quit when the full faculty voted to give black students a role in tenuring in the department (a role which has since been revoked). He also has been involved in some other controversies surrounding the department.

It has long been assumed that Rosovsky has wanted to be Harvard's president, but it seems he will be too old when Bok retires. He attained some small realization of his dream last year, when he was the acting president during Bok's sabbatical.

He serves on the board of directors of the following corporations: Corning Glass Works, AMI Health

Care, and Paine Webber.

Charles Slichter

Slichter is a professor of physics at the University of Illinois at Urbana-Champaign. He was elected to the National Academy of Sciences in 1967. He served a member of the President's Science Advisory Committee from 1965-69 and a member of the Board of the National Science Foundation from 1975-78. He is author of a famous text, *Principles of Magnetic Resonance*.

He serves on the board of directors of the following corporations: Polaroid Co.

Robert Stone

Stone has been on the Corporation since 1975. He is especially gung-ho about Harvard, and served as a co-chair of the Harvard Campaign, a five year fund-raising effort that netted Harvard $358 million.

One of his hobbies is sailing, and he is involved in the Americas Cup races. He describes another one of his hobbies as follows: "My hobby, if you will, is venture capital and leverage buyouts."

He truly is the consummate New York businessman. He is president of a relatively small energy firm called Kirby Exploration. The *New York Times* reported in 1983 that he served on the boards of more corporations than anyone else in the United States (save one person, with whom he was tied).

He serves on the boards of the following corporations: General Energy, Combustion Engineering, Corning Glass Works, Japan Fund, Berger Kent Fund, Barclay Fund, Hamilton Oil, Chase International Investments, Chubb, Freeport Minerals, Great Northern Nekoosa, Tandem Computers, Western Pacific Industries, and Pittston.

APPENDIX 3. CORRESPONDENCE WITH THE HARVARD CORPORATION

The following correspondence between the author of this report and the Harvard Corportion occurred from April to August 1987. The Corporation's initial response to the request for a meeting was negative; after further correspondence, one member, Roderick MacDougall, agreed to meet with the author. The other members, including President Bok, refused.

Robert Weissman
Harvard Watch
99 Marion St., #2
Somerville, MA 02143

April 13, 1987

President Derek Bok
Massachusetts Hall
Harvard University
Cambridge, MA 02138

Dear President Bok,

I am writing to request a meeting with you, at your earliest convenience. I understand that, having just returned from sabbatical, your schedule is probably inordinately busy, and I am happy to wait a few months until it clears up.

I am primarily interested in speaking with you as part of my effort to prepare a report dealing with Harvard's governance, though I am interested in discussing a number of other issues with you. As such, I would like any conversation to be on the record. I do not intend to generate media coverage as a result of the meeting, however, and I will provide you with my notes for review before I make them public in any manner.

I await your response.

Sincerely,

Robert Weissman

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Robert Weissman
Harvard Watch
99 Marion St., #2
Somerville, MA 02143

April 13, 1987

Professor Charles P. Slichter
University of Illinois
Department of Physics
1110 West Green Street
Urbana, Illinois 61801

Dear Professor Slichter,

I am writing to request a meeting with you, in your capacity as a member of the Harvard Corporation, at your earliest convenience. As you may be aware, I am working on a project called Harvard Watch, which was established by Ralph Nader.

I am primarily interested in speaking with you as part of my effort to prepare a report dealing with Harvard's govenance, though I am interested in discussing a number of issues with you. As such, I would like any conversation to be on the record. I do not intend to generate media coverage as a result of the meeting, however, and I will provide you with my notes for review before I make them public in any manner.

I await your response.

Sincerely,

Robert Weissman

Phone: (617) 623-7967

Similar letters were sent to the other members of the Corporation.

HARVARD UNIVERSITY

RODERICK M. MACDOUGALL
TREASURER

MASSACHUSETTS HALL
CAMBRIDGE, MASSACHUSETTS 02138

April 27, 1987

Dear Mr. Weissman:

The other members of the Corporation, except for President Bok, have asked that I represent them in responding to your letters of April 13th. President Bok will be responding directly.

In your letters you ask to meet with each of us individually to discuss and gain information about Harvard's governance and other issues. We are hesitant to accommodate your wishes for the proposed meetings, since you do not seem to be approaching us with an open mind. The initial announcement to the press of the Harvard Watch program reported negative conclusions in advance of the study; the program's sponsor, Mr. Nader, has issued his criticisms of Harvard and its system of governance; and Harvard Watch's sponsorship of the recent petition submitted to President Bok suggests further that you are not truly seeking information on which fair and useful judgements can be formed. We see little to be gained at this point by meetings around issues where the Harvard Watch program has already taken public positions and, more generally, given strong indication that it seeks to find facts and arguments to support pre-conceived negative conclusions.

This is not to suggest that we wish to impede essential research, if such remains to be done for your project and if it is to be done in a fair-minded way. I offer for your consideration the following approach. You could send me an explanation of your research program and methodology, a response to our concern about the lack of objectivity and the various statements of conclusions prior to the research effort, and a list of questions you wish to discuss or the facts that you need to complete your work. On reviewing that submission I can better evaluate what contribution, if any, I or other members of the Corporation can make to your research, and judge whether such a contribution could best be made through a meeting or in writing.

Sincerely,

Roderick M. MacDougall

Mr. Robert Weissman
Harvard Watch
99 Marion Street, #2
Somerville, MA 02143

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HARVARD UNIVERSITY

OFFICE OF THE PRESIDENT

MASSACHUSETTS HALL
CAMBRIDGE, MASSACHUSETTS 02138

April 27, 1987

Dear Mr. Weissman:

Thank you for your letter of April 13.

As you surmised, I do have a very heavy schedule until Commencement so that it will not be possible for me to schedule an appointment prior to that time. By summer, you will doubtless have outlined your interests in answer to Rod MacDougall's letter, and I will then be able to determine whether a meeting with you will be feasible and useful.

Best wishes,

Sincerely,

Derek Bok

Mr. Robert Weissman
Harvard Watch
99 Marion Street, #2
Somerville, MA 02143

Robert Weissman
Harvard Watch
99 Marion St., #2
Somerville, MA 02143

May 4, 1987

Mr. Roderick MacDougall
Massachusetts Hall
Harvard University
Cambridge, MA 02138

Dear Mr. MacDougall,

When I corresponded with you in my letter of April 13, I realized that the men who serve on the Harvard Corporation are all busy individuals, and that it would be unreasonable to expect to meet with them shortly after having requested meetings with them. I was willing to wait a couple months if necessary, and I remain so. Additionally, I understood that these men might have legitimate concerns about the accuracy of statements that might be attributed to them by an interviewer. To alleviate this concern, I assured you and the other members of the Corporation that I would allow you to edit my notes before I made use of them in any public way. In articulating these two positions, I hoped to demonstrate my sincerity, allay legitimate fears, and smooth the way for conducting a series of meaningful meetings without any acrimony.

I was therefore surprised and disappointed by your letter of April 27. I think the letter is based on a flawed assumption about the obligations of researchers, and contains a number of inaccuracies, distortions, and unjustified polemical statements.

You write that you are concerned my study will be produced "in a fair-minded way," with the primary reason for doubting that my research will proceed in such a manner being that Harvard Watch has "reported negative conclusions in advance of the study." Your concern, however, seems not to be with Harvard Watch's preconceived notions, but rather with the perception that those preconceived notions are "negative." Would the Corporation members have been reluctant to meet with me if "The initial announcement to the press of the Harvard Watch program reported" positive "conclusions in advance of the study," and if "the program's sponsor, Mr. Nader ha[d] issued his" praise "of Harvard and its system of governance? It seems unlikely.

This analysis suggests that the essence of your complaint is not a perception that I have an idea of what conclusions I will reach, but a sense that, having examined the evidence, I will reach "negative" conclusions. This prospect -- that Harvard's governing body refused careful examination because it thought such an examination might yield negative results -- is extremely disturbing, running counter to ideas that lie at the core of the University.

Despite my absolute disagreement with the appropriateness of the test you insist I pass before allowing an interview, I remain interested in meeting with the Corporation members, and so I will respond directly to your criticisms and requests.

"Explanation of Research Program and Methodology"

I have already presented the relevant features of my research methodology in my letters to you and the other Corporation members; to repeat, I will provide you with copies of my notes before using statements garnered from our meetings in a public context.

What follows is an outline of the other aspects of the program. I of course cannot guarantee the final report will correspond exactly to the outline offered here.

I am interested in describing how Harvard is governed, with a particular focus on the role of students in University decision-making; how that procedure compares to other universities; the attitudes of those who run Harvard towards the University's governance procedure; and possible reforms of the procedure.

In the course of researching, I have read all publicly available documents of which I am aware that deal with Harvard's governance; contrary to Mr. Steiner's statement at the announcement of Harvard Watch, I have not found "a vast amount of information about how Harvard works." The interview with Professor Rosovsky that is scheduled to be published in the *Gazette* will hopefully contribute to my understanding of the University's governance structure. I have read a fairly substantial amount of the literature on university governance, and all I have been able to find that refers to the concrete experience of other schools. I have also written to other schools to obtain copies of their constitutions, charters, or bylaws.

"Lack of Objectivity and the Various Statements of Conclusions Prior to the Research Effort"

You offer two examples to demonstrate the validity of this characterization of Harvard Watch's efforts: the language used to announce the study and that used by the program's sponsor, Mr. Nader; and Harvard Watch's sponsorship of the recent petition submitted to President Bok. I will consider each in turn.

The announcement of Harvard Watch and Mr. Nader's criticisms have focused on Harvard's "anti-democratic governing structure" and the extent to which Harvard functions as an autocracy. This is supposedly a statement of a conclusion prior to the research effort.

I did not enter the Harvard Watch project as a blank slate; to expect me to have done so would be absurd. I have been active in the campus divestment movement for two years, and have had occasion to meet with some of the men who run Harvard. I have not forgetten the words they have spoken, nor do I see any reason that I should. When a group of students and I met with Mr. Steiner, he freely admitted that the University was not a democracy, and explained that in his view it was inappropriate to apply democratic standards to it. A letter requesting a meeting with Professor Rosovsky compared Harvard's governance to the Kremlin and the College of Cardinals. Professor Rosovsky claimed that he preferred the analogy to the College of Cardinals, but agreed that both analogies were substantially correct. Even this year, introducing Corazon Aquino, Professor Samuel Huntington referred to the Corporation as "our Politburo."

So it was not necessary for Harvard Watch to conclude that Harvard is run in an autocratic fashion; those in position to know freely acknowledge this, and even use similar terminology to characterize Harvard's governance structure.

Certainly, as a reflection of its commitment to democratic values, Harvard Watch has criticized such a structure. But to claim such criticism betrays a lack of objectivity confuses objectivity with neutrality. The conclusion that Harvard is run like an autocracy was attained objectively, in fact merely by echoing descriptions used by members of Harvard's hierarchy. But Harvard Watch does not remain neutral about such concerns; believing that Harvard's decision-making structure should involve other members of the community, Mr. Nader and I have criticized it.

The second example you offer to demonstrate that Harvard Watch has

reached conclusions in advance of study is of the recent petition drive, sponsored by Harvard Watch, for a Harvard Freedom of Information Act. You claim that "Harvard Watch's sponsorship of the recent petition submitted to President Bok suggests further that you are not truly seeking information on which fair and useful judgements can be formed."

This claim lacks any basis in reality. First, the sponsorship of the petition drive in no way indicates a lack of objectivity on the part of Harvard Watch. The petition argued that many "insititutional policies of Harvard restrict information to a select few." By means of proposing alternative policies, the petition pointed to four areas to support its claim. The four examples were: the absence of formal and institutionalized interaction between President Bok and College students; the use of the fifty-year rule by which administrative documents are kept secret for fifty years; restrictions that do not allow interested individuals access to the Corporation minutes and agenda; and the University policy by which protest pictures, particularly those relating to Vietnam-era protests, are accorded a special restricted status. It is quite reasonable for you to argue these restrictions are necessary, but that merely reflects our difference of opinion over whether the limitations are valid; it does not contest the fact that the information is restricted. As such, while you may disagree with the program put forth in the petition, you cannot argue it reflects a lack of objectivity; certain information is objectively restricted.

Second, you argue that the petition campaign demonstrates that Harvard Watch is "not truly seeking information on which fair and useful judgements can be formed." This is a claim wholly without merit. Again, you can reasonably argue that there are countervailing reasons that justify the University's restrictive policies, but to assert that the information is not valuable in forming "fair and useful judgements" is simply untenable to the point where it suggests insincerity. Indeed the University recognizes the value of the information the petition requests be made more accessible. It does so with regard to photographs in its policy which normally makes them available to interested parties, and it does so with regard to administrative documents and the Corporation's minutes by making them available fifty years after they were written. These policies demonstrate that the University understands the historical value of these forms of information. I think the value of communication between President Bok and undergraduates is self-evident, and both President Bok and the Corporation have indicated such an understanding in your recent dealings with the Undergraduate Council, including President Bok's speech scheduled for this evening. In view of the fact that the University

already acknowledges the value of the information to which the petition refers, I am unable to fathom a reason you make the charge you do in your letter.

"Questions for Discussion"

I am unable to provide you with a list of questions I am interested in discussing, nor do I intend to formalize such a list. Rather, there are certain subject areas that I am interested in focusing on; I would hope that in the course of the meetings the line of questioning would take differing courses depending on individuals different responses.

One area I need to focus on is the actual workings of Harvard. Hopefully this need will be limited by Professor Rosovsky's interview. As I indicated above, I have looked at every publicly available document of which I am aware that deals with Harvard's governance. Perhaps if you or an assistant were to provide me with a bibliography of material of which you were aware I could further limit this line of questioning. To some extent it will remain necessary irrespective of the written material I peruse; as the Gilbert report noted, "formal structure often masks reality; the way boards operate may in actuality be quite different from descriptions in university charters and bylaws." Questions in this area will involve the decision-making structure of the Corporation; the Corporation's interaction with the Board of Overseers and other officials and boards; and the Corporation's relationship with other sectors of the University community.

Other areas I am interested in discussing are: the Corporation members evaluation of how well the Corporation works (what are its best and worst characteristics); how the Corporation should work (what should its relationship be to other members of the University community, to what extent should it seek and/or reflect their views); what students' role in University decision-making should be; whether certain reforms would be feasible (could other members of the community aid in the selection of honorary degree recipients, for example).

It is clear that Harvard Watch and the Corporation have differing opinions about the relevance of democratic values to the governance of the University community. Statements Mr. Nader and I have made reflect our commitment to those values. Objectively discovering Harvard not to

be run in a democratic fashhion, we have criticized aspects of it, such as its secrecy and the inabbility of members of the community to effectively participate in cdecision-making. These criticisms do not indicate an inability to evaaluate evidence objectively, and certainly do not indicate this any moore than the Corporation's support of Harvard's present structure demonstrrates its inability to adopt an objective viewpoint.

The members of the Corporration have a unique perspective on Harvard and a unique role in the Universitty community. Consequently their knowledge and beliefs are of especial importance in developing a complete critique of the University and its goveerning structure. Because new perspectives and ideas have the potential to offer valuable suggestions, the Corporation should be interested both irn outside evaluations of how Harvard is run and differing opinions on how itt should be run. Indeed, even if it were true that "Harvard Watch seeks tto find facts and arguments to support pre-conceived negative conclusions," to the extent the arguments were supported by facts and documented evidence, the University should welcome such criticism. Well-argued points may result in positive changes at the University, aand poorly-argued ones will be dismissed. Because Harvard is a universsity, the men who run it should be particularly interested in having the opeeration they oversee analyzed as a means to advance the university's queest for truth.

I again want to emphasize tthat I think the notion that, having established that he or she will take all reasonable steps to ensure accuracy, a researcher has an obligatiorn to prove his or her objectivity is an insupportable and outrageouus one. It promotes the creation of distorted historical interpretations, as neutral or favorable inevitably become substituted for "objective," as I believe has happened in this case.

People in positions of powerr or postions of interest to the public should make themselves available tto all researchers and reporters, given that they can be confident that ttheir remarks will be accurately reported. I hold myself to this standard, accepting interviews, for example, with the *Harvard Salient* when I knoow the resulting article will be critical of my work, and I do not know why the Harvard Corporation should be subjected to a lower standard.

Nevertheless, having been asked to pass what I view as an illegitimate test, I have attempted to do so. I have addressed each concern in your letter, in a way that I hope will satisfy you. I hope to hear from you soon,

notifying me when you and the other members of the Corporation will be available for meetings.

Sincerely,

Robert Weissman

HARVARD UNIVERSITY

Roderick M. MacDougall
Treasurer

Massachusetts Hall
Cambridge, Massachusetts 02138

June 3, 1987

Dear Mr. Weissman:

Thank you for your letter of May 4, 1987.

I appreciate your making the effort to explain your position, and I have read carefully what you have written. Nevertheless, it seems to me that, as a general proposition, it is not unreasonable for a prospective interviewee to be concerned about meeting with someone who appears to be seeking facts to support preconceived negative conclusions.

President Bok, I believe, is planning to respond to your request sometime over the summer. I will speak with him to see if we can arrange for you to meet with someone in Massachusetts Hall who is familiar with the issues you wish to discuss.

Sincerely,

Roderick M. MacDougall

Mr. Robert Weissman
99 Marion Street, Apt. 2
Somerville, MA 02143

HARVARD UNIVERSITY

OFFICE OF THE PRESIDENT

MASSACHUSETTS HALL
CAMBRIDGE, MASSACHUSETTS 02138

August 18, 1987

Dear Mr. Weissman:

I had written that I would be back in touch with you over the summer, and, as usual, the summer is moving by more quickly and more busily than I had expected.

I understand that you will be meeting with Mr. MacDougall and Mr. Shattuck in September, and they, as a member of the Corporation and as a senior official of the University, respectively, should be able to discuss with you in an informed way a wide variety of issues. I believe that that meeting is a reasonable response to your requests and hope that as a result of the discussion at that meeting, and any follow-up with them, your basic needs will be met.

Sincerely,

Derek Bok

Mr. Robert Weissman
Harvard Watch
99 Marion Street, #2
Somerville, MA 02143

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APPENDIX 4. INTERVIEW WITH RODERICK MACDOUGALL, UNIVERSITY TREASURER AND JOHN SHATTUCK, VICE PRESIDENT FOR GOVERNMENT, COMMUNITY, AND PUBLIC AFFAIRS, SEPTEMBER 22, 1987

Robert Weissman: I have three areas I am interested in talking about. The first is to get a sense of how the Corporation works, in some areas I am not familiar with; the second is to see how well you think it works in certain areas; and the third is to get your reaction to proposals I might make. Some of the questions are general and some specific, in regard to letters I have received from administrators, interviews, that sort of thing.

Roderick MacDougall: I just want you to know that I have had the advantage of reading what you wrote to Mr. Steiner [a description of Harvard's governance]; I hope that's OK, he shared it with me. That's just to save you some time from explaining where you are coming from.

RW: The first question comes right out of that; how often you meet? I was under the impression that it was every other week, and Mr. Steiner said that it was less than that, approximately 15 times a year.

RM: We meet every other week beginning in fall, then we take a break, we meet every other week again in the spring, and we don't meet in the summer. So I think you were both right. I think it may be a little more than 15 [meetings], maybe 16 or 17; it's not half of 52 because of the breaks...

RW: In that piece I had written that interested individuals are not allowed to attend the meetings [of the Corporation]. Mr. Steiner said that was not true, and that I should refer to Professor Rosovsky's interview, where he said that the Corporation meets with students, faculty, and administrators.

RM: I think you are both right again. If you were interested in attending a meeting and asked, "Can I come?," the answer is no.

I guess what Mr. Steiner was implying was that [this does not mean] that no one ever comes. There is no mention [in the description of governance] of the fact that at every meeting significant numbers of people come and make presentations, make remarks, or sell something -- sell a new budget or a new building, or something of that nature. So there are an awful lot of people who are deeply interested in Harvard who are there all the time, and the Corporation is exposed to them in a variety of ways.

John Shattuck: Could I just amplify on that? At least in my limited experience attending -- I attend from time to time when I am invited -- people are invited to the Corporation meetings. And I think the categories Professor Rosovsky listed are really the range of people who are invited. And the Corporation in the course of -- I don't want to say a year, because it wouldn't be able to do all this in a year, but let's say two years -- I think generally covers all aspects of the University in terms of people who might have some input to offer at least -- or rather, have a perspective on what's going on at the University because they are either teaching at it, or managing it, or what have you. So it is more like a review body of those people. In that sense there are a large number of people who come in.

RM: I don't offer this list to become part of your report, because people could misread it, to say what is important right now, but...I just glanced at some of the agenda items this year.

To give you an idea of the diversity, I just penciled in a couple; again the point only being that this is a huge complex organization and there are a lot of pieces. For example, some of the items on the agenda at coming meetings are: capital projects, updating them, what it going on, and some meetings being proposed for buildings and maintenance, things like that; the medical school campaign, what is the status, how is it going, they're in the middle of a campaign; University libraries, there is an actual visitation this year planned, to go look at the libraries and learn something about their ongoing plans for what the library of the future is going to look for, and how is Harvard going to respond to those challenges; we have a five year plan at the School of Public Health, every few months we have another school come in

with a long range plan, this next one happens to be the School of Public Health's turn, and that will take quite a few hours to listen to them present both the qualitative and quantitative aspects of the plan; we have a meeting with the Radcliffe senior people on the general subject of our relationship; we have a luncheon with the Center for East Asian Studies, for example, I'll take that as one, but we have centers all over the University, each of which are interested parties, and if someone said we would like to come and tell you about some things [then we would hear them]. I only list that to give you the variety of it more than anything else.

RW: I am interested in how the meetings are run internally. My understanding is that President Bok sets the agenda, and that he chairs the meetings.

RM: Professor Rosovsky spoke to that, in all the words that are necessary. I would just correct you to say that [the agenda] is discussed at the Corporation itself, although someone has to start with something -- you can't start with a blank piece of paper. Periodically, in the course of the year, we talk about upcoming agendas, and Corporation members suggest some ideas that hadn't come up. It's a joint process to get a final agenda. But the President's office helps set up what topic initially seems like a logical place to start, so what the priorities of the President are, are the starting point.

RW: So the members of the Corporation have the ability to initiate discussion about any issue?

RM: Sure.

RW: What area do you feel is the most important in terms of the Corporation's decision-making?

RM: I don't know if my priority, personal priority as to what's more important, adds much to your paper. Are you asking what in the governance process, what is the role of all the things the Corporation does--

RW: Right. You hear from all sectors of the University, but you have more say over some than, say, faculty appointments, which you don't generally veto. So that wouldn't be the most important area. Actually, I had singled out [in the description of governance] reaching agreements with corporations, and Mr. Steiner had indicated that was incorrect --

RM: Reaching agreements with what?

RW: Corporate-sponsored research agreements. He said that was wrong, that there was no reason to single that out from other areas.

RM: As you stated in your paper, and it is understood, that with regard to the setting and maintenance of academic standards and quality, that is delegated to a great extent to the deans. The President himself has a very significant role in oversight on that. So you take that as a given. And then [the question is] what else...is left [for the Corporation members] besides academic quality, which is obviously what we are all about. Given that, I would say financial oversight. Clearly a lot of things which come to the Corporation [are] budgets, and the Corporation has responsibility since by law it owns all the assets. I think financial oversight is the next most important thing, and [for the Corporation], it is the most important thing. That's a broad term that covers endowment, approval of the annual tuition, and the budgets -- to make certain that we will still be around here to open the doors next year.

RW: Would you single out any particular area -- again leaving academics aside and leaving financial matters aside; just in terms of policy -- to whatever extent the Corporation is involved in setting University-wide policy, is there any area that would stand out?

RM: No, I think there are too many broad categories in addition to academics and financial oversight. I think it depends on the time and history of Harvard.

RW: One thing that I am not at all clear on is the nature of the Corporation's interaction with the Board of Overseers, both in a formal and informal sense: how it happens; who it involves; who decides what gets

gets talked about, that sort of thing.

RM: Well you covered some of it [in the governance description]. You read the reports, the famous reports [the Gilbert Committee] that attempt to describe how unique this organization is, how it tries to be flexible. What pieces are you missing?

RW: For example, does the Corportion meet periodically at any given interval with the Board of Overseers?

RM: There are no formal joint meetings. The Corporation members have dinner, traditionally, with the members of the Overseers after their meetings; the Corporation will meet informally with them.

RW: With the whole board?

RM: At the dinner, yes; not committees, no. The only members of the Corporation to regularly have exposure to the Overseers are the President, of course, because he is at the meetings, and I sit on the Financial Policy committee as Treasurer, which is a committee of the Overseers. Other members of the Corporation have some exposure: Charles Slichter is on the Appointments Committee as is Jane Bradley and Saul Cohen from the Overseers. At the committee level there is some exposure. On the Inspection Committee; again, we have some Overseers -- two of them -- and two members of the Corporation, Mr. Stone and Mr. Mockler sit on that. I think I could probably think of some others.

I think you are right; the committee structure allows some joint meetings, but it is not a formal meeting of both bodies.

RW: Over dinner you would just discuss what came up informally?

RM: Yes.

RW: The next area I am interested in is how you perceive the Corporation in terms of a broader hierarchy or decision-making structure of Harvard. Mr. Shattuck had earlier characterized [at a previous meeting] this structure as a pluralistic process. [He said] that the Corporation was one body advising the President, as well as others, such as the Council of Academic Deans, and that sort of thing. I just had a few models, and I was wondering if any of these make sense to you how you would describe it. One would be the Corporation at the top of a hierarchy; another would be more pluralistic, where there is no actor at the top, but a bunch of independent actors at a parallel level interacting.

JS: All of the above, right? [laughter]

RM: I wish I had been there so I could have heard Mr. Shattuck flesh out his previous answer.

JS: Actually, I think my answer was more like all of the above as you described it.

RM: I don't know of any other organizations that are comparable to a large research university. And therefore when you try to reach out and find models, it is difficult. And I guess having spent some time in the corporate world, I have some exposure to hospitals and how they operate; that's the closest thing [to how universities are governed], where you have many outside volunteers, both professional and non-professional, helping the governing process. You have doctors who are really professionally equivalent to the faculty here, and you have other constituencies, of course, those who are in the hospital currently, and those of who have graduated from it or have been thrown out of it. But even that is stretching it to suggest that it is the same.

But it is -- the university is a very unique environment, where you have chosen to delegate to a group of people who don't have overall oversight -- namely, the faculty -- as much responsibility as we have. Yet the key to the success of the institution is the manner in which they carry out their jobs. So to try find some niche to put all that in, I don't think I am smart enough to do that.

JS: This is not to amplify that in any particular way, but just to say that it depends on the function that is under consideration. In other words, if it is an academic function, it may well be one model; if it is -- moving all the way over from that to -- a function of, let's say, something where the President and Fellows have a legal responsibility in some formal corporate sense, as they do under the law if the University is sued, [then it will be another]. Or if it is a financial management function in general terms it may still be another model. I don't think there is any single model that applies for all the functions of the University.

RM: The fact that the government is involved requires a lot of different organizational arrangements and processes, and provides another [complication]. I wish I could help you with a nice phrase that would wrap this all up, but I don't know that I have one.

RW: I guess the next question is rather "confused" as well. How would you characterize the Corporation's relationship to students, both in terms of how...it [actually works] and how you would ideally see it happen?

RM: I'm glad you asked me that. It is a question I thought about, because I knew you would get at it. Your paper says there is no formal connection between the Corporation and students. I can't argue with that word "formal."

But the use of it in that phrase infers -- tries to deliver a message by the choice of that word that really there is indifference and almost no communication. I guess the only -- no apologies -- clearly we would all benefit if we had more communication with the people we work for and with. And perhaps the communication can be better.

But let me try to put it in perspective for a moment. When you are at a decision-making capacity, in a governance role, one of the jobs you have is to balance the best you can the interests of all the constituencies you represent, and hope that with a longer term perspective perhaps some of the others around you and some of the constituencies themselves [will share their opinions], and that is the challenge of managing. We have a wide-range of constituencies, just like a corporation does; the students are one body, and you can break that down into graduate and undergraduate, and of course break it down into thousands of little pieces because they are all individuals. In general we are not just an undergraduate school; there are nine other tubs that are important and [merit] consideration, and that has some impact on it. But you also have the community, the Cambridge community; the place we live is a constituency, and sometimes that comes into conflict -- what some of the students might like to do might be different than what the Cambridge police would like to have happen, and somebody has to balance their interests at a top level with what the students are asking or demanding. It is not just the students, but it [Cambridge] is a constituency. And of course we have the faculty, which is somewhat unique to -- not true of corporations; they are *the* important element to make the product work. And so they are a much more important constituency than, say, employees would be in a company. We also have the constituency of the employees here. You also have the alumni, which is maybe in the corporation "former customers," and is not somebody you worry about. But in this business, it is very important. They paid for a degree, and you have a responsibility to keep up the image of that institution, to some extent, and its reputation. But they also have a right -- they are parents of future students -- they have a right, which we recognize in the Overseers voting process, to have something to say about how it [the University] should be run. And we also encourage that involvement because we want their financial support and contributions, which, like it or not, is part of the success [of the institution].

I don't want to go on [too long], but what I am looking at is if you put somebody, a member of the Corporation, and say, "How do they receive communication from those various constituencies to carry out their job, to make those balances of decisions based on recommendations from [the various constitutencies]?" I would say the communications from the students far exceeds that from any of the other constituencies.

I have to look at it from a relative basis. [I think so] because of lots of things, the primary one being

the *Crimson*. It is the only constituency who almost daily -- you'll find all Corportion members read it, as do, I'm sure, the deans -- it is the only constituency that reports on what the students think. Now obviously it doesn't represent all of them, but not only are there op-ed editorials and comments, there is even split amongst the editorial staff sometimes; one week they'll come out with one thing and then another the next. That's educational, obviously the Corporation is getting a flavor of the dialogue amongst the students themselves. There are reports of Undergraduate Council meetings, letters that are sent in...When you see how complex and varied that constituency is, you think how fortunate we are to have something like that published all the time, regularly, to give you a flavor of all those different viewpoints.

If you add on top of that the fact that the people who do come to see us, the Corporation -- the deans primarily, but also certain [others] -- their jobs are obviously tied in to meeting student requirements and needs, and the quality of the product for students; [they] hear about student attitudes and student needs from them on a regular basis. I would say that the balance is clearly, right or wrong, in favor of the students in terms of the amount of input the top people get in making decisions.

And yes, sure, we don't every day have lunch with a student and there are not a lot of formal meetings with them, but there is just so much you can do. I am only taking issue with the inference of the way you placed that sentence and what you are trying to say by it: that there is something wrong with the fact that there isn't more direct student interface. I wish there were, but I think it is, if anything, balanced clearly in the favor of the undergraduate students; [for example,] the *Crimson* spends more time on undergraduate students.

RW: That is a good answer. I don't mean to put that answer down, but has the Corporation discussed ways to allow for greater student input, either formally or informally? Obviously you have considered the notion of meetings with individuals, representative or not, over lunch or whatever.

RM: There hasn't been formal discussion, saying let's go -- as though there was a problem and let's go solve it. You know the developments [with the request for an open Corporation meeting] of last year. You also know, as Mr. Steiner pointed out to you, there is some formalized relationship to students through the CCSR (Corporation Committee on Shareholder Responsibility) and the ACSR, which has students, and things of that nature, though [they are of] a small nature But there are other examples I could give you. Corporation members, during the course of the year, because of some committee or something, have some involvement, but it is not as formalized as some people would desire.

RW: I understand that you can't speak for the Corporation in response to this proposal. But how would you feel about either the Corporation or individuals, perhaps the four [members] who are in the Boston area, attending an informal reception with students, sort of along the lines of what President Bok does for incoming students at the Fogg.

RM: Which students, undergraduates?

RW: Right.

RM: How about graduates, would you exclude them, or --

RW: Well, undergraduates make up a significant section of the community. There is no reason why it couldn't be either a) be open for graduates or b) happen separately for graduates.

RM: I think you'll find -- I am going to avoid answering your question, at least at first. I think you'll find if you talk to [Corporation members] there is that informal exposure more than you would think by some members of the Corporation; [for example,] through their house affiliations. [You'll find this] particularly at the graduate level, more so than for the undergraduates perhaps. But even some with the undergraduates, informally. I know Charles Slichter likes to, when his schedule permits, arrange breakfast with a student or students, one or two he knows or someone a friend suggests. I think you'll

find some individual members of the Corporation, on their own -- nothing formal, trying to reach out in that way.

And I think that is much more productive than going to a cocktail reception where you've got 300 students and they are all trying to learn something from you or communicate some other interests. And you leave in just a complete fog. You don't know whether they represent the true interests of all the students or not. I don't see a lot of benefit in that. But I'm not saying it shouldn't be done, I just don't see a lot of benefit.

RW: I just would respond briefly that there are benefits also to the students, [who would be able] to appreciate who the people are who are running the University. I think that despite the fact that if [as a first-year undergraduate] you go to the Fogg reception, and you are not even clear where the building is, but you finally get there, and you stand and look over fifteen or twenty other people to see President Bok. I think there is some value in that. I felt--

RM: Well I wouldn't suggest not to make the suggestion, at all.

I think having informal contact with students, which occasionally we are able to do, is more valuable. Arguing with the guy in front of you at the hockey game at the arena down here is a good way to get to know somebody, which I have done a few times. I was at the Kennedy School listening to a speaker on Friday night. And we were up in the balcony, in one of those seats, and there was a twenty minute delay at the start, and I talked to a guy who had just joined the Kennedy School. He had come back from Nairobi, and he was telling me about his first month, and how he wasn't sure he wanted to come, and how overwhelming it was. You can't avoid getting some of those kinds of exposures. I think they are better than a cocktail party.

JS: But I think from the point of view of someone not on the Corporation, who is only exposed on a regular basis to law students, the most effective kinds of interactions that I have with undergraduates are two. One is at the house level. I think an association with a house is a very useful way to have contact with basically a large number of students, and yet in smaller groups, if you do it on a regular basis. I don't know myself what the practices of the members of the Corporation are. But that is the most effective way I would recognize. The other, which members of the Corporation have done from time to time, is contact with the *Crimson*.

RM: We talk to them all the time.

JS: That's right. Now its funny -- the *Crimson* -- you gave a very long and good answer on that, Rod -- the *Crimson* in a funny way is devalued by the students and appreciated by all kinds of other people, whether administrators, or faculty, or people outside of Harvard who read it, or journalists who are looking to figure out what is going on at Harvard. For some reason, the *Crimson* is never really -- it is looked at as a necessary evil by students more than it is by administrators. And yet the kind of -- I'm generalizing; it may well be that it has got a tremendous following. I'm sure if I were writing for the *Crimson*, my roommates would agree.

But it is, in all seriousness, a very good way for administrators and Corporation members and others to have a sense of what is going on generally. Because after all, a *Crimson* writer is often on a story that involves a whole range of undergraduate interests. So I just mention those two vehicles for contact which are used to varying degrees by Corporation members.

I think both of them are preferable to just a big reception, to which I am not opposed. I go to a lot receptions, as I am sure we all do, all the time. And I think there is a difference between President Bok being seen by students at a reception and a member of the Corporation who they may or may not recognize and who isn't here on a regular basis. I think it is very important for the President to be seen as frequently as he possibly can be with students, and participate in student life, and go to dorms, and go to meetings from time to time. And I think President Bok has done that; some years he has done it less than other years, in part because of his schedule. But a member of the Corporation, who is not

going to be familiar to students, may get familiar with him, but that doesn't really produce, I think, a very useful exchange, the kind of thing you could get if you were sitting down in a much less formal basis. Standing up and being seen is something I associate with politicians and executives, not so much with the kind of people who serve on the Corporation.

RW: This [next proposal] would also be on the lines of people being able to get a sense of who the Corporation members are. The question is about why biographies or profiles of the Corporation members are not available to people who would like to see them.

RM: I didn't know they weren't.

JS: They are published in the *Crimson*, from time to time. In the three and a half years that I have been here, I think I have seen them published at least two or three times, in the *Crimson* -- profiles of the Corporation members.

RW: I don't think so. And I know they are not available. There is even a snide remark -- maybe the remark was made up -- in some book, [saying something along the lines of] "If they want to find out about us, they can check *Who's Who*.

RM: It probably would be better than the ones we would have written up.

RW: No, *Who's Who* is not very good.

JS: That's interesting, because I know there have been stories about them in the *Gazette*. You mean a sort of formal bio that would be--

RW: Right; not very long--

JS: available.

RW: just to give people an idea of what they do. 17 Quincy Street gives out a list of the names and the addresses where people can be reached, and that's it.

RM: Well, 17 Quincy, I don't know if that is their responsibility. Most people don't give a damn, first of all. But those who do, it seems to me, [should have access to them at] the News Office or the secretary of the person themselves. After all, it is going out to the press all the time.

JS: We could act on that, forthwith. [laughter]

RM: I want to write my own.

JS: Right.

RW: The candidates for the Overseers do.

How effective do you think the ACSR is?

RM: I think over the history of the ACSR, which I guess goes back to '71, on balance, I think, [it] has been very effective. It has some disadvantages, that is, the frequent turnover. That's not anyone's fault. You cannot ask a person to -- it is an extremely rigorous commitment of time and effort -- a large commitment of time on the part of the people who agree to do it, and most of them do it for two years. Which leaves them a learning period -- which is somewhat of a disadvantage -- for understanding proxy issues --

But I think the committee works well, and if you talk to the members, whether they be alumni -- particularly alumni -- or faculty members, they will say they gained a lot from it. They wish they didn't

have so many late nights on Monday nights and during March [especially]. But they'll say they gained a lot from it, learned about student attitudes, and vice versa. I think as an education device it has been helpful, and it has been helpful as a guide, obviously, to help the CCSR carry out its responsibilities. I think there are well over a hundred -- I had the number -- proxies that had to be voted last year, of which discussion had to be held separately on ninety-four of them. I just read a draft report of a report -- their annual report -- they are getting ready to release. That's a hell of a lot of work that somebody has to do, and think through the issues, and have some dialogue about.

I think it provides a very significant service, and I think it will be around forever here at this University. I think if current issues, significant issues, like South Africa, were to disappear by some miracle tomorrow, it would still be valuable. I think we found a darn good process, I hope we don't lose it.

RW: Do you think it could serve as model for other sorts of decision[-making], as a means for setting up advisory committees on other sorts of issues the Corporation [faces]?

RM: It depends on the issue. I can't personally think of any other issue that lends itself to that format. Because we are talking about something that is quite unique. It is only because Harvard owns stock that it has a responsibility that brings it in as institution, that it has to make a decision.

Harvard as an institution doesn't normally make institutional decisions. And the University doesn't speak. President Bok speaks for the University, or faculty members speak, or Corporation members render an opinion of their own for the press, if cornered. It is very unique, and I can't think of any comparable areas where the University as a body has to render an opinion, has to form one, and has to have some system to bring that opinion together. I can't think of any other examples where that is necessary. But when you are exercising the responsibilities that go along with share ownership, [which] from the standpoint of time consumption and costs is too bad, because it is a burden, But I think there is some residual value in terms of the educational process.

RW: I had two areas that it [the model] might apply to--

RM: I thought you would have some.

RW: but I was interested in getting a sense of how they work first. The first is honorary degrees. Evidently I just got that wrong [in the governance description]. I do not know how honorary degrees are given out. So I was wondering how that is presently done.

RM: I would be delighted to tell you. The current system is to have an advisory committee. The advisory committee is made up primarily of faculty members, and they rotate, by their own choice. I think last year we were able to talk five out of six faculty members into staying on another year. It is again time-consuming. These people are committed to another world, other than honorary degrees, obviously. Some of them find it fun and some [don't]. But because they are Harvard and they are loyal, they give time. But after a while, it is just not fair, so its rotated. And that is a positive thing, to get different viewpoints.

The succession is somewhat self-perpetuating, I guess, but I think we all get into the act. Derek gets into the act. The Overseers' representative gets into the act, suggesting replacement faculty members. That isn't an issue, because I think we have a good cross-section on it. Who should be on it never seems to be questioned and debated, although someone might want to make it an issue.

But it is six or seven faculty members, plus representatives from this office, which is Fred Glimp's, because the Harvard Alumni Association, by our rules, picks the speaker every year. Also, we find it very valuable in the discussion to have input from somebody who understands the alumni relationships and alumni attitudes. That's a constituency that is represented around the table by Mr. Glimp. There is a representative from the Overseers, and there is a representative from the Corporation, and Mr. Shenton and his staff are secretaries to it.

But it is primarily an alumni [and] faculty group.

It solicits recommendations from every member of the faculty, and from every dean, who have received -- will receive a letter asking for recommendations. Recommendations also come in voluntarily, from all over: from the graduates; any student is welcome to write a letter to any member of the committee any time they want. There is no letter to all students saying please recommend, but no one says we are not going to give open letters that come -- there are outside sources that say "I've known so and so for so long, and it seems [wrong] for Harvard not to give Mrs. X a degree." So the input is broad.

A list of people, a list of several hundred is boiled down, and that committee has a recommendation that first goes to the Corporation, then to the Overseers. So your comment in here [the governance description] that the Corporation members picks the honorary degree is wrong. The initial listing, which includes the speaker as well as those receiving degrees, [is prepared by the advisory committee]. (The Senior Class Day -- seniors have a speaker also; the Corporation has nothing to do with that one. We find out after the fact who it is, or at least I do.)

The Overseers have a committee, an honorary degree committee, and the chairman of that committee is the person who comes to the advisory committee meetings. So both governing boards get involved in the process and have some input. I think you are right if push came to shove, which it never does and is probably a bad expression for a collegial organization like this one, the Corporation would have final say, I guess. I don't think it has ever come to that. We have open discussions. I have only been here for three years, but I have never seen us have a problem gaining consensus by moving it back and forth between those groups. And we all benefit from [the others'] input.

RW: So the advisory committee does not [for example] send fifteen and you narrow it down to twelve?

RM: No, I think it varies from year to year. Last year the Overseers exercised their responsibility by eliminating a name that they thought was inappropriate. That can go either way. [pause] Nobody in this room has a candidate list that has you on it. [laughter]

RW: I thought I would get my real degree first.

The other area that I thought it [the ACSR structure] might be appropriate for is the selection of new Corporation members.

But before I ask you about that, I wanted to know -- this is maybe an unfair question. but I'll ask you anyway -- which concerns women and minorities serving on the Corporation. On the one hand, it has been a long time that the Corporation has been saying it is important that it have a woman or minority member. On the other hand, it hasn't happened. And there have been times when members of the Corporation and President Bok have said, "Well, it's not really that important, people are overstating the case for it." I was wondering -- there probably is not any official position on this -- if you could give me a sense of where the Corporation stands on this and how it ranks in the hierarchy of needs, and what you intend to do in the future.

RM: I guess there has been two new Corporation members in the last seven or eight years. That's all. So there isn't a lot of turnover.

You are talking about seven or eight years since -- the last seven or eight years when the women's movement has become a real issue in this country -- and asking what has happened with the Corporation. I don't know the number, I'm guessing seven or eight.

One of them [the openings] was looking for a treasurer, someone with financial backround who would have oversight over the endowment, which is the primary role of the treasurer, money manager. There were women on the list of consideration, they chose me, right or wrong, suggesting at that time they thought this candidacy was more important than trying to meet a goal [appointing women or

minorities]. The next opening was when Mr. Caulkins got off, and they selected Henry Rosovsky. I point out that there was no Jewish representation on the board prior to that also, so there are other goals; I needn't tell you [about that]. That obviously wasn't the [determining] factor, but we could have been criticized on that score, that long-standing need.

It is difficult with a group that small. If you eliminate the President...that is six people to get a balance by all categories. So the history isn't good on that score. But to suggest that previous comments made by members of the Corporation or the President relative to the commitment in that direction have been changed is wrong. Obviously there is a desire to achieve this good as soon as possible.

As you know, there is one member who will not have long to go. He was asked to stay on a year, and how much longer I don't know, but it probably won't be too much longer. I don't know if its officially established how long, [if it is,] then I forget what they have said on that. I would think there is a high desire on the part of the Corporation to find [a women or minority] for the slot that opens. I think a lot of effort is underway now to try to develop lists in that direction. I think to infer that there is no work in that direction would be wrong. The members of the Corporation are very mindful of the need to correct the matter. In fairness, though the history isn't ideal, I think there really haven't been that many opportunities to deal with that issue, and I think it will be dealt with.

RW: The lists are generated from within the Corporation? There is a subcommittee that makes the list and that is gone over by the full Corporation?

RM: That gets to your other question. You say in you paper that it is a "self-perpetuating" body.

RW: That's the term.

RM: The term is used quite frequently. [Reading from the governance descrtiption,] "It is self-perpetuating, choosing its own replacements." Since everyone likes to use those words, who am I to say they are wrong? But the facts may suggest a little better way [to phrase it], if you like. Yes, it is somewhat self-perpetuating, but in point of fact, no one can go on the Corporation without the Overseers approval, and the Overseers is an elected body. So I think that means, *per se*, that the word is inappropriate. But final say comes from the Overseers. That is very clearly part of their responsibilities, to approve recommendations -- not to select, not to find -- approve recommendations.

And you say, "choosing its own replacements," and that brings up the other issue of how the list is developed. [And it provides] another way in which the words "self-perpetuating" can be challenged. The Overseers can veto it, they can say no. [As for] "choosing its own replacement," the practice has varied historically. I can tell you what happened for the last replacement, which is the most pertinent. And that was that a committee was set up, that consisted of one member of the Overseers, the President of the Overseers, Joan Bok, and two members of the Corporation, staffed in 17 Quincy Street. They met quite frequently, with the President. Lists were developed, a lot of staff work went into it, and...the staff was asked to flesh out certain areas of expertise and skills. A choice was finally made, and brought to the attention of the Corporation, which then in turn sent it to the Overseers for approval. The process may change [and be] done a little differently the next time around. Because we have some established lists, and the timing will be short. So there isn't a formal, written way it has to happen.

So if you want to say it is self-perpetuating, fine, that is a short-hand [way to do it]. But in point of fact, it is somewhat misleading as to what has happened most recently, when we received input from a member of the Overseers, there. Its perhaps not as democratic as you or others might like it, but I think some of those words are somewhat misleading.

RW: To return to what we were talking about. Would it be possible for an ACSR-type body to prepare the list that would go to the Corporation [and which you could] select from?

RM: I would suggest that it already happens indirectly in that when the lists are developed the President writes letters to hundreds off people, most of which are former students -- all [alumni] are former students -- who have been students, are interested in students perspectives -- that's the alumni. I guess the student body isn'tt [given a role]. The list is developed by input from outside sources. And lots of letters go out, amd did in this last case, asking people, including faculty members, to make suggestions. So the list is developed that way. I think to have a committee, if you ask my direct opinion, I don't think that would be an effective way to do it. I think the present system isn't bad. As somebody who thoroughly understtands the present system, how the list is developed, and how much input there is in developing the llist from almost all ways, [break in tape] [I think the present system works well].

RW: Has there been any case in recent times when the Overseers have vetoed the Corporation's selection?

RM: I don't know the history of the Corporation of recent times. The only ones [selections] I know are my own and Mr. Rosovsky's, in the lastt seven or eight years. I don't know the answer to that. It could very well be in history. I guess [if it were] recently, I would have heard of it, so I don't know of any.

RW: To conclude with a broadening focus: What do you think the weakest part of the Corporation's functioning is? In what areas do you think the Corporation could most be improved?

RM: Air conditioning in our room? [laughter]

I think I really haven't focused on that, and I really can't come up with any intelligent and enlightened answer.

As a relative new comer, I have been impressed with the way it functions, with the leadership offered by President Bok. I think all of these systems of governance work in different ways based on the style and culture and characteristics of the leader. In this case, the tremendous respect with which Mr. Bok is held by members of the Corporation and the Overseers makes the system work. Without that ingredient, [it wouldn't work].

It is awfully difficult; I know it is not a very scholarly thing to say because there is always room for improvement, but the best way to judge how something is working is the finished product. And in terms of the Corporation, we have to look at certain standards, and if the finished product looks pretty good, then to challenge it and say it has weaknesses -- everything needs improvement. But the general opinion is that the present system is reasonably good because there is a general feeling that the product is good. And that product is measured by lots of ways: faculty turnover; student acceptance rate, which I guess this year was pretty high; this year minority acceptance rate was exceptionally high, everyone seems pleased with that. Those are the kind of measurements that I think people in responsible positions have to look to judge whether there is something we are doing wrong or right.

When the product starts to fall apart, then I think that challenging or changing is something that should be our responsibility. But to delve on weaknesses when the finished product seems to be the best in the industry; I would love to hear from you better models, or better success by those standards. If there are, then maybe we can go out and copy some of those things, but I have a hard time figuring out where Harvard should go to get those kinds of models.

JS: Let me just offer a provocative -- maybe not provocative -- putting it in a different way. I think that the Corporation represents or reflects both the greatest weakness and the greatest strength of Harvard. And that is summed up in the word "decentralization." I think the environment that we live in here is really unique among universities hat I have gotten to know in the period of time that I have been working in universities.

It is a highly decentralized university, which to the outside looks like it is much more monolithic. There is a tremendous premium on initiative at the local level. By that I mean there are all these

centers and schools and entities within Harvard which are encouraged by virtue of the organizational structure we operate in to come up with their own plans and activities. They are not directed from the top in the way a much more typical organizational model would have, in fact in the way that many other universities operate (I think in some respects to their detriment).

It is a weakness in that there is a great deal that goes on around the edges that is not "controlled," or even at the center sometimes. There are people who do foolish things. They also do extraordinarily creative things. I think we are able to attract the quality of faculty, in particular, but also students precisely because this is the model. When you are hired to come to Harvard, you are not brought into a structure that is going to impose a whole set of requirements on you. The only requirement it imposes on you is to do a damn good job, whether you are a student, or faculty member, or administrator.

I think the Corporation in many respects reflects that model in the manner in which it governs the University. I have been on the end appearing before it, rather than sitting in it regularly during the course of the years. When you appear before it, you really do get the feeling that you certainly are being evaluated, but you are not being told what to do. You are expected to come in an organized fashion and make the presentation for whatever you are responsible for, but ultimately the decision that is going to be made in your field is going to be made by you. The people on the Corporation are very good judges of human behavior and initiative and they are really able to determine whether you are doing what you were brought to Harvard to do.

I'm putting that in a very extreme way; obviously it is not always that way, and there certainly are vertical organizational models at Harvard as much as horizontal. But I must say, when people ask me what it is like to describe what it is like to work at Harvard, and what the structure is, the very first word that comes into my mind is decentralization. That I think is our greatest strength, which far outweighs the weakness, which it also is.

I think it is a weakness that also makes it somewhat vulnerable, it makes vulnerable the center to see that this extraordinary entity called Harvard performs well, and it is seen as having a good faculty, and it is visible, and when it does something wrong it is called to task for it. And you want to find where are the buttons in the middle that you can press to sort of change it, and the fact of the matter is, that given the model that we have, there are no such buttons. Now that doesn't mean that the Corporation doesn't perform a very strong, central governing responsibility. But the responsibility of governing a decentralized system is very different from that of Czarist Russia, or for that matter, even a state university, which tends to be more centralized, or even a number of the other Ivy League places.

RM: I knew there was a reason why I wanted you to sit in on this meeting. That was a great answer. [laughter] That was very helpful for me.

In a way it is kind of frustrating when you come from a more structured, bureaucratic, an organization with clearly defined areas of responsibility, like the corporate world that I came from. Where you see mistakes or visible things that could be embarassing, you take action to prevent them from happening again, which tends to restrict you even more. You don't want more bad publicity as an organization.

Around here, as John says, the price of the real pluses we have from the freedom we have to do things that come out of it do present some interesting problems that surface all the time. That's what being part of the Harvard family is; you have to live with those. Hell, the *Crimson* wouldn't have anything to write about were it not for the mistakes and embarassments that come out of that kind of freedom -- the academic freedom, the dean's freedom -- they'll do some things that sometimes look nutty. I agree that the [good] stuff that comes out of it far outweighs, and you have to learn to with it.

RW: The only other thing I had to ask, which I guess was pretty much covered in that was what do you think the best part of the Corporation's functioning is? Unless you have anything to add, I guess that will be all.

RM: I don't think I do.

APPENDIX 5. UNIVERSITIES AND COLLEGES SURVEYED CONCERING THEIR GOVERNING STRUCTURE

The following institutions were asked to provide their charters, constitutions, by-laws, regulations, and information concerning their student government and student participation in decision-making. The schools surveyed constitute all insitutions classified as "research universities" in 1976 by the Carnegie Council on Policy Studies in Higher Education, as well as a few random colleges. The sources these schools provided compose the basis of part II of this report. Those with a "†" after their names supplied information concerning student government; those with a "*" provided information on university governance.

University of Arizona*
University of Arkansas
Auburn University*,†
Boston University*
Bowdoin College*,†
Brandeis University*,†
Brown University*
California Institute of Technology*
University of California, Berkeley*
University of California, Davis
University of California, Irvine
University of California, Los Angeles
University of California, San Diego
Carnegie-Mellon University*
Case-Western Reserve University
Catholic University of America
University of Chicago*
University of Cincinnati
Claremont University Center and Claremont Graduate School
Colorado State University*,†
University of Colorado, Boulder
Columbia University*
University of Connecticut *,†
Cornell University*,†
University of Denver*,†
Duke University†
Emory University
Florida State University*,†
University of Florida*,†
George Washington University
Georgetown University
Georgia Institute of Technology†
University of Georgia*
Grinnell College*,†
University of Hawaii, Manoa
Howard University†
University of Illinois, Urbana*
Indiana State University, Bloomington
Iowa State University of Science and Technology*,†
University of Iowa
Johns Hopkins University*
Kansas State University of Agriculture and Applied Sciences*,†

University of Kansas†
University of Kentucky*,†
Louisiana State University and A & M College, Baton Rouge*,†
University of Maryland, College Park*,†
Massachusetts Institute of Technology*
University of Massachusetts, Amherst*
University of Miami (Florida)*
Michigan State University*
University of Michigan, Ann Arbor*
University of Minnesota, Minneapolis-St. Paul
Mississippi State University
University of Missouri, Columbia*,†
University of Nebraska*,†
University of New Mexico*
City University of New York Graduate School and University Center
New York University†
State University of New York, Buffalo
State University of New York, Stony Brook
North Carolina State University, Raleigh†
University of North Carolina, Chapel Hill*,†
Northwestern University*,†
University of Notre Dame*,†
Oberlin College*,†
Ohio State University*,†
Oklahoma State University*
University of Oklahoma
Oregon State University
University of Oregon
Pennsylvania State University*
University of Pennsylvania
University of Pittsburgh*,†
Princeton University*
Purdue University*,†
Rensselaer Polytechnic Institute
University of Rochester*
Rockefeller University
Rutgers, The State University of New Jersey*
St. Louis University
University of Southern California *,†
Stanford University*
Swarthmore College*,†
Syracuse University
Temple University *,†
University of Tennesee, Knoxville*
Texas A & M University
University of Texas, Austin*,†
Tufts University
Tulane University of Louisiana*,†
Utah State University*,†
University of Utah
Vanderbilt University*
University of Vermont and State Agricultural College†
Virginia Polytechnic and State University*
University of Virginia*,†
Washington State University*,†
University of Washington *,†

Wayne State University*,†
Wesleyan University *,†
West Virginia University
University of Wisconsin, Madison
University of Wisconsin, Milwaukee*,†
Yale University*
Yeshiva University

NOTES

1. Derek Bok, *Higher Learning* (Cambridge, Massachusetts: Harvard University Press, 1986), p. 10.

2. "Committee Report Says New Structure Needed for President's Office," *Harvard Crimson* (no author), April 2, 1971, p. 1.

3. Laurence Grafstein, "Bok: Image and Reality," *Harvard Crimson*, 1981 commencement, p. 66.

4. Quoted in E.J. Kahn III, "Bok to the Future," *Boston Magazine*, September 1986, p. 141.

5. Robert O. Boorstin, "The Graying of Derek Bok: Corporatizing the University," *Harvard Crimson*, April 14, 1980, p. 3.

6. Richard Meislin, "Year Three Was One of Quiet Changes," *Harvard Crimson*, 1974 commencement issue, section 3, p. 1.

7. James Cramer and Charles E. Shepard, "Bok: Still in the Shadows," *Harvard Crimson*, 1976 commencement issue, p. 9.

8. Bok, *Higher Learning*, p. 195.

9. Bok, *Higher Learning*, pp. 196-7.

10. "Year Three Was One of Quiet Changes," section 3, p. 1.

11. All quotes from Stephen Malloy, "Bok Speaks to the Students About University Reform," *Harvard Crimson*, April 12, 1980, p. 1.

12. Correspondence from Derek Bok to Robert Weissman and Christopher Vanarsdale, May 4, 1987.

13. The Committee on the Structure and Function of the Board of Overseers (the Gilbert Committee), "Report Concerning Harvard's Governmental Structure," December 1978, pp. 6-10.

14. Gilbert Committee, p. 13.

15. Richard Higgins, "Complex Web of Power Now Governs Harvard," *Boston Globe*, August 24, 1986, p. 33.

16. Correspondence from Derek Bok to Robert Weissman and Christopher Vanarsdale, May 4, 1987.

17. "Henry Rosovsky Describes the Role of the Corporation," *Harvard Gazette* , May 29, 1987, p. 4.

18. Andrew Heiskell quoted in Carl Vigeland, *Great Good Fortune: How Harvard Makes Its Money* (Boston, Massachusetts: Houghton Mifflin, 1986), p. 202.

19. Rosovsky interview, *Harvard Gazette*, p. 4.

20. Correspondence from John Shattuck to Robert Weissman, June 24, 1987. Mr. Shattuck has asked that the entire statement from which this quotation is excerpted be quoted in its entirety. The full statement is: "As for the Harvard Corporation, I am pleased to say on the record that one the functions of the Corporation is to serve as a sounding board for the President; that the Corporation is a central part of the pluralistic process by which the University is governed; that the Board of Overseers, the Council of Deans, the various Faculty Councils, and other groups and individuals holding positions of responsibility throughout the University are also part of that

process; and that members of the Corporation bring substantial experience and sound judgment to their role in the overall governance of Harvard."

21. John Baughman, "The Many Hats of Derek Bok," *Harvard Crimson*, commencement 1982, p. 32.

22. It is true that the Corporation follows the advice of the Advisory Committee on Shareholder Responsibility in the majority of its corporate proxy votes. In a surprisingly large number, however, it refuses to accept the ACSR's advice.

    More importantly, the Corporation feels free to ignore the ACSR's advice on broader policy questions. It refused to divest from companies doing business in South Africa in 1984, despite the ACSR's recommendation that it do so. The ACSR has since not even considered the issue of divestment, feeling it to be a waste of time.

    Thus, to a very great extent, the advisory committee that was initially established to allow for broad community input into investment policy has been reduced to a body that merely applies previously developed policies to specific cases.

23. Scott Rosenberg, "At the Pinnacle," *Harvard Crimson*, commencement 1979, p. 25.

24. Rosovsky interview, *Harvard Gazette*, p. 4.

25. Scott Rosenberg, "Massachusetts Hall's Men in Gray," *Harvard Crimson*, August 17, 1979, p. 11.

26. Introduction to speech by Corazon Aquino, September 20, 1986, Harvard University.

27. Henry Rosovsky, "Highest Learning: Our Universities Are the World's Best," *New Republic*, July 13-20, 1987, p. 14.

28. "On those occasions when Faculty meetings aren't cancelled because of 'insufficient business,' ... the Faculty usually echoes the council's decisions of weeks earlier." Paul Engermayer, "Behind Closed Doors," *Harvard Crimson*, September 30, 1981, p. 2.

29. J. Wyatt Emerich, "Harvard Behind Closed Doors," *Harvard Crimson*, February 13, 1978, p. 2.

30. "Behind Closed Doors," p. 2.

31. Leonard Medonca, "Meetings, Headaches, and Mixed Emotions: A Constitutional History," *Harvard Crimson*, March 11, 1982, p. 3.

32. "A Diversion of Energy," (editorial) *Harvard Crimson,* December 10, 1980, p. 2.

33. Committee to Review College Governance (the Dowling Committee), "Report on College Governance," March 1981, p. 10.

34. Gilbert Committee, p. 11.

35. Information on Cornell's governance comes from five documents: *Charter of Cornell University; Bylaws of Cornell University; Charter of the Cornell University Student Assembly;* "Cornell Campus Governance;" and "Graduate Students: An Introduction to Campus Governance."

36. *Bylaws of Cornell University*, p. 2.

37. "Graduate Students: An Introduction to Campus Governance, p. 1.

38. *Bylaws of Cornell University*, pp. 11-12.

39. "Graduate Students: An Introduction to Campus Governance, p. 1.

40. "Cornell Campus Governance, p. 110.

41. "Cornell Campus Governance, p. 114.

42. "Cornell Campus Governance, p. 113.

43. *Charter of the Cornell University Student Assembly*, p. 1.

44. *Charter of the Cornell University Student Assembly*, p. 1.

45. *Charter of the Cornell University Student Assembly*, pp. 2-3.

46. *Charter of the Cornell University Student Assembly*, pp. 13-4.

47. This information was obtained in response to the survey mentioned at the beginning of part II. Information has been culled from university charters, constitutions, bylaws, and regulations; student government descriptions and constitutions; correspondence; and other similar forms of documentation. The approximately 100 schools which were asked to provide information and the 70 that responded appear in Appendix 5.

48. Correspondence from Derek Bok to Robert Weissman and Christopher Vanarsdale, May 4, 1987; correspondence from Derek Bok to Robert Weissman and Christopher Vanarsdale, May 15, 1987.

49. "The Harvard Corporation: Big Men on Campus," *Subterranean Review*, November 1987, p. 9.

50. All references to MacDougall in this section are from an interview of September 22, 1987, the text of which appears in Appendix 4.

51. See note 31 above.

52. Interview with Roderick MacDougall, September 22, 1987 -- see Appendix 4.

NOTES TO APPENDIX 1.

1. Upperclass undergraduates also elect students to served as officers of House Committees; the House Committees' primary function is social (rather than policy-oriented), and will not be further considered in this piece.

2. Committee to Review College Governance (the Dowling Committee), "Report on College Governance," March 1981, p. 10.

3. In addition to the ACSR, the UC also elects delegates to the faculty standing committees on Advising and Counseling, Athletic Sports, and the Library.

4. The Faculty Council actually only makes recommendations -- to the Dean of the FAS and the Faculty. The Council's recommendations to the Faculty, at least, are almost always followed. (Nicholas Lemann, "How the University Works," *Harvard Crimson*, September 1, 1974, p. 23.) For example, the full Faculty's recent discussion preceding a vote to create the Women's Studies Department was very brief; the full Faculty's actual discussion concerning the creation of the Core Curriculum took eleven minutes.

5. Dean Jewett and Mr. Marquand argue this is incorrect. But while the UC did play a significant role in revamping the disciplinary process, no students served as official members of the committee that devised the new system. The actual reason administrators were concerned that the UC offer its support to the new system is up for debate; what is clear is that it was not because the Council's or students' approval was formally required for the new process to be implemented.

6. Dean Jewett and Mr. Marquand add that the Dean has contact with students through several mechanisms: committees, students appearing before the Faculty Council, *Crimson* interviews, and discussions with officers of the UC.

7. Interview with Professor Burton Dreben, July 1, 1987.

8. James Cramer and Charles Shepard, "Bok: Still in the Shadows," *Harvard Crimson*, 1976 commencement issue, p. 9.

9. Quoted in John Baughman, "The Many Hats of Derek Bok," *Harvard Crimson*, 1982 commencement issue, p. 32.

10. Michael Abromowitz and Gilbert Fuchsberg, "Who's In Charge Here," *Harvard Crimson*, 1983 pre-registration issue, p. 3.

11. Mr. Steiner notes the difficulty of giving the full flavor of what the President's job encompasses. "For example," he asks, "where does his time on national education issues or his time with students fit it?" (Correspondence of Daniel Steiner to Robert Weissman, September 16, 1987.)

12. Quoted in William McKibben, "Mr. Pusey Reflects," *Harvard Crimson*, 1981 commencement issue, p. 74.

13. Quoted in E. J. Kahn III, "Bok to the Future," *Boston Magazine*, September 1986, p. 141.

14. Mr. Steiner argues "to the extent Harvard's administration is decentralized (in some respects it is, in some respects it isn't), the decentralization has no bearing on the extent of autonomy granted the vice presidents." (Correspondence from Daniel Steiner to Robert Weissman, September 16, 1987.) But the decentralization of the faculties is traditional. Bok's novel addition was the decentralization of the central administration, as he himself has stated -- see page 2.

15. Derek Bok, *Higher Learning* (Cambridge, Massachusetts: Harvard University Press, 1986), pp. 195-197.

16. Quoted in "Still in the Shadows," p. 9.

17. The Committee on the Structure and Function of the Board of Overseers (the Gilbert Committee), "Report Concerning Harvard's Governmental Structure," December 1978, p. 11.

18. "The Charter of the President and Fellows of Harvard College," 1976, p. 5.

19. Harvard University Office of the Secretary, "The Governing Boards," February 1985, p. 5 and the Gilbert Committee, pp. 7-13.

20. Gilbert Committee, p. 3.

21. Harvard University Office of the Secretary, p. 3.

22. Peter Howe, "Silent Partners," *Harvard Crimson*, June 6, 1984, p. 13. Nominees for honorary degrees are selected by an advisory committee made up of members of the faculty and both

governing board; to receive a degree, these nominees must be approved by both governing boards.

23. John Baughman, "Keeping Their Hands In: The Corporation runs Harvard from a distance but exerts unusually strong control," *Harvard Crimson*, 1984 commencement issue, p. 13.

24. John Baughman, "Seven Seats of Power," *Harvard Crimson*, 1984 commencement issue, p. 12.

25. Gilbert Committee, p. 3.

26. Quoted in "Henry Rosovsky Describes the Role of the Corporation," *Harvard Gazette*, May 29, 1987.

27. Meetings are not held in the summer or during January, so the Corporation does not meet twenty-six times a year -- see the interview with MacDougall, p. 68.

28. Correspondence from Derek Bok to Robert Weissman and Christopher Vanarsdale, May 4, 1987.